UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

for the fiscal year ended December 31, 2024
Commission File No. 0-28998

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

ELBIT SYSTEMS LTD.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Israel

(Jurisdiction of incorporation or organization)

Advanced Technology Center, Haifa 3100401, Israel

(Address of principal executive offices)

Dr. Yaacov Kagan, E-mail: kobi.kagan@elbitsystems.com, Tel. 972-77-294-6663, Fax:972-4-8316659
Advanced Technology Center, P.O. Box 539 , Haifa 3100401, Israel

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, nominal value 1.0 New Israeli Shekel per share	ESLT	The NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not Applicable

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. **44,547,673 Ordinary Shares.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☒ **Yes** ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ **No**

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ **Yes** ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ **Yes** ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Emerging growth company	☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☒ Yes ☐ No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒	International Financial Reporting Standards as issued by the International Accounting Standards Board ☐	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

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PART I

General Disclosure Standards

The consolidated financial statements of Elbit Systems Ltd. (Elbit Systems) included in this annual report on Form 20-F are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). Unless otherwise indicated, all financial information contained in this annual report is presented in U.S. dollars. References in this annual report to the "Company", "we", "our", "us" and terms of similar meaning refer to Elbit Systems and our subsidiaries unless the context requires otherwise.

The name "ELBIT SYSTEMS", and our logo, brand, product, service and process names appearing in this document, are the trademarks of the Company or our affiliated companies. All other brand, product, service and process names appearing in this document are the trademarks of their respective holders and appear for informational purposes only. Reference to or use of any third-party mark, product, service or process name herein does not imply any recommendation, approval, affiliation or sponsorship of that or any other mark, product, service or process name. Nothing contained herein shall be construed as conferring by implication, estoppel or otherwise any license or right under any patent, copyright, trademark or other intellectual property right of the Company or any of our affiliated companies.

Cautionary Statement with Respect to Forward-Looking Statements

This annual report on Form 20-F contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Israeli Securities Law, 1968, as amended (the Israeli Securities Law). These statements relate to our current plans, estimates, strategies, goals, beliefs, intents, expectations, assumptions and projections about future events and as such do not relate to historical or current facts. Forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended.

Forward-looking statements contained herein generally are identified by the words "anticipate", "intend", "believe", "estimate", "project", "expect", "will likely result", "strategy", "plan", "may", "should", "will", "would", "will be", "will continue" and similar expressions, and the negatives thereof. Forward-looking statements are not guarantees of future performance and involve certain risks and uncertainties, the outcomes of which cannot be predicted. Therefore, actual future results, performance and trends may differ materially from these forward-looking statements due to a variety of factors, including, without limitation:

- governmental regulations and approvals;
- changes in governmental priorities (including budgeting) or policies;
- general market, political and economic conditions in the countries in which we operate or sell, including Israel and the United States, among others, or which may affect the global economy, including worldwide conflicts such as the ongoing conflict between Russia and Ukraine;
- implications of conflicts in the Middle East, including the "Swords of Iron" war and any future developments related thereto;
- global or national health considerations, including the outbreak of a pandemic or contagious disease;
- the development and launch of our products, or their market acceptance;
- our projected expenses and capital expenditures;
- differences in anticipated and actual program performance, including the ability to perform under long-term fixed-price contracts;

- fluctuations in foreign currency exchange rates;
- the scope and length of customer contracts;
- our ability to achieve strategic goals from acquisitions of businesses and the risks associated with the integration of such businesses;
- our ability to protect our proprietary information;
- our ability to avoid, withstand and/or recover from cyber-attacks on our systems;
- the effect of competitive products, technology and pricing;
- our ability to attract, incentivize and retain key employees;
- changes in applicable tax rates;
- changes in interest rates;
- inventory write-downs and possible liabilities to customers from program cancellations, including due to political relations between Israel and countries where our customers may be located; and
- the outcome of legal and/or regulatory proceedings and changes in legislation.

The factors listed above are not all-inclusive, and further information about risks and other factors that may affect our future performance is contained in this annual report on Form 20-F. All forward-looking statements speak only as of the date of this annual report, unless otherwise indicated. Although we believe the expectations reflected in the forward-looking statements contained in this annual report are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We expressly disclaim any obligation to update or review any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law.

Item 1. Identity of Directors, Senior Management and Advisers.

Information not required in annual report on Form 20-F.

Item 2. Offer Statistics and Expected Timetable.

Information not required in annual report on Form 20-F.

Item 3. Key Information.

3A. [Reserved]

3B. Capitalization and Indebtedness

Information not required in annual report on Form 20-F.

3C. Reasons for the Offer and Use of Proceeds

Information not required in annual report on Form 20-F.

Risk Factors

We attempt to identify, manage and mitigate risks to our business. However, some of these risks are not within our control, and risks and uncertainty cannot be fully eliminated or predicted. Prior to investing in our ordinary shares, you should carefully consider the following risk factors as well as other information contained in this annual report. The risk factors presented below may not necessarily be in order of importance or probability of occurrence.

Risks Related to Our Operations

A cyber or security attack or other similar incident resulting in a breach, disruption or failure in our or our supply chain's digital environment could adversely affect us. Our operations depend heavily on the continued and secure functioning of our varied digital environment software and hardware that stores, processes and transmits data within the Company and from and to us and our business partners. This digital environment is subject to breach, damage, destruction, disruption, malfunction or failure from, among other things, cyber-attacks and other unauthorized intrusions, power losses, telecommunications failures, acts of war or terror, earthquakes, fires and other natural disasters.

We are continuously subjected to attempted cyber-attacks, ranging from standard phishing mails to sophisticated campaigns, such as spear phishing targeting specific Company management. While we have experienced an increase in the number of such threats and attempted cyber-attacks over the last year, which may be related to the geopolitical environment, none of these acts was estimated to have had a material effect on the Company. Where required, relevant authorities were notified in accordance with law and the relevant procedures the Company and its subsidiaries have in place. Our computer and communications systems, databases and users face ongoing threats of malicious software (malware), social engineering, distributed denial of service (DDoS), malicious code, zero-day vulnerabilities and other security threats and system disruptions carried out by a variety of threat actors. For example, in June 2022, our monitoring and protection systems detected a cyber-incident at our U.S. subsidiary involving unauthorized access by a ransomware group to our subsidiary's network that resulted in disclosure of certain personal data and a minimal amount of non-critical business data. The incident was contained through the implementation of various measures, including the immediate shut-down of the network, which was gradually restored. Relevant authorities were notified by our subsidiary. We believe this incident did not have a material impact on the Company.

In particular, we have been and may continue to be targeted by nation states and experienced and skilled computer programmers and hackers, including those sponsored by or acting for foreign governments or terrorist organizations. Such programmers and hackers attempt to penetrate or circumvent our cyber security defenses, obtain data and damage or disrupt our digital environment in order to, among other things, misappropriate or compromise our intellectual property or other proprietary or protected information or that of our employees, customers and other business partners, prevent us from being able to use such information in our operations or demand that we pay ransom. Our suppliers are also sometimes subject to cyber-attacks, which have increased in recent years and pose a risk to those of our systems and operations that are dependent on such suppliers. In some cases, such cyber-attacks have led us to delay or halt activities with such suppliers until they have implemented appropriate remedial steps mandated by us.

Governmental and other end users and customers increasingly require us and our supply chain to meet specific computer system cyber protection and information assurance requirements and standards as a pre-condition to receive customer program-related information and enter into business contracts. We devote significant resources, in an increasing level in recent years, to configure, operate, maintain, monitor, upgrade and improve the security of our systems and databases, handle cyber-incidents and meet applicable customer requirements regarding their protection. However, despite our efforts to secure our systems and databases and meet cyber protection and information assurance requirements, due to the complex and evolving nature of the cyber security risk landscape, we and some of our suppliers have in the past and may in the future face system failures, data breaches, loss of intellectual property and interruptions in our operations, or fail to meet customer requirements, which could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow. For information about our cybersecurity risk management, strategy and governance, see Item 16K. Cybersecurity.

We may experience production and other delays, discontinuation of supply or liability due to supply chain disruptions and failures of our suppliers to comply with our requirements or with applicable laws. The manufacturing process for some of our products largely consists of the assembly, integration and testing of purchased components. Some components are available from a small number of suppliers, and in a few cases a single source (sometimes due to limitations we impose on ourselves or that are imposed by the Israeli government, the U.S. government or others with respect to purchases from certain sources). Limited supply sources or discontinuation of supply sometimes result in added costs and manufacturing delays. In addition, in some cases components of our products become obsolete and we are required to obtain or design alternative parts, resulting in additional costs and delays. Moreover, a failure of our subcontractors to meet their design, delivery schedule, information assurance, regulatory compliance or other obligations, sometimes results in a failure to execute our plans or meet our commitments towards our customers, and in some cases we are unable to obtain full or partial recovery from our subcontractors for the liabilities that result.

Similar outcomes sometimes result from disruptions in transportation and shipping of supplies that cause us delays and increase our costs. Worldwide geopolitical conditions, such as the ongoing conflict between Russia and Ukraine and related sanctions, and the "Swords of Iron" war and increased tensions in the Middle East, have resulted in an increase in these risks. These conditions have resulted in worldwide shortages (including, for example, in electronic components and raw materials required to produce explosives) and supply chain disruption due in part to limitations on export to Israel as well as more limited transportation by air and sea to the region (exacerbated by attacks by the Houthi movement in Yemen on shipping in the Red Sea). Such restrictions have caused a material increase in recent years in the Company's costs of procurement and shipping, leading in some cases to delays and limitations in our production and development. With respect to certain materials, our dependency on single sources of supply has increased. We are working to mitigate these risks, including by increasing our inventories, however we cannot eliminate all potential impacts to our business. The foregoing disruptions could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We could be adversely affected if we are unable to recruit and retain key employees and corresponding knowledge. Success in executing our contracts and our future growth depends on key management, engineering, scientific and technological personnel and on our continuing ability to attract and retain sufficient and highly qualified personnel. In the past, we have witnessed high competition for the services of such personnel and an increase in the costs required for the recruitment and retention of qualified personnel, particularly in certain engineering areas. Since the commencement of the "Swords of Iron" war, our need for employees, particularly in the fields of production and development in Israel, has increased in light of the higher demand for our products and the call up of some of our employees to military reserve duty. We face risks related to our business operations, research and development, and losing knowledge and expertise through the loss of employees, including key employees. At our subsidiaries outside of Israel, employee loss may be related in part to increased pressure on such employees due to geopolitical considerations. Moreover, our competitors may hire, and gain access to the expertise of, our former employees. The loss of key employees and the failure to attract sufficient and highly qualified personnel, and any resulting failure to maintain and continue to operate and execute our projects and develop knowledge relevant to technological innovation, could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face operation and execution risks. In recent years, the Company has experienced a considerable increase in demand for its products resulting in strong order growth. This growth may continue if local and global demand for the Company's products and solutions is sustained. To address this strong demand, Elbit has decided to invest additional resources in its manufacturing facilities, recruit additional employees and make additional adjustments such as updating working procedures and processes and information technology systems. The Company has also increased the number of its subsidiaries around the world and is in the process of establishing additional manufacturing facilities in several locations. If the Company fails to successfully manage its operations and efficiently utilize its facilities around the world, it might not realize its potential and might not achieve the desired return on investment. In addition, if the Company fails to adequately plan for or address the increased demand for its products and solutions due to, for example, insufficient levels of work force, materials or components, lacking the required facilities, infrastructure or systems and/or failure to adapt work processes, it may not be able to fulfill its existing contracts on schedule or may not be able to enter into new contracts. Our ability to execute our projects is also affected by other factors such as supply chain, export approvals, transportation and others set forth elsewhere in these risk factors. Any of these factors could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face acquisition and integration risks. From time to time we make equity or asset acquisitions and investments in companies and technology ventures. Such acquisitions generally are intended to achieve various strategic initiatives including the expansion of our product or service offerings, technical capabilities or customer base. See Item 4. Information on the Company – Mergers, Acquisitions and Divestitures. These acquisitions involve risks and uncertainties such as:

- our pre-acquisition due diligence may fail to identify material risks or we may fail to accurately estimate the commercial and technical value of the acquired assets;

- significant acquisitions may negatively impact our financial results, including cash flow and financial liquidity;
- significant goodwill assets recorded on our consolidated balance sheet from prior acquisitions are subject to impairment testing, and unfavorable changes in circumstances could result in impairment to those assets;
- acquisitions may result in significant additional unanticipated costs associated with unforeseen risks, price adjustments or write-downs;
- we may not integrate newly-acquired businesses and operations in an efficient and cost-effective manner;
- relocation, combination or upgrade of facilities of acquired businesses may be more costly or time consuming than planned;
- we may fail to achieve strategic objectives, synergies, cost savings, financial and other benefits expected from acquisitions;
- the technologies acquired may not prove to be leading technologies in our markets, may be less mature or less relevant than anticipated, may not have adequate intellectual property rights protection or may infringe proprietary rights of others;
- we may assume significant liabilities and exposures that exceed the enforceability or other limitations of applicable indemnification provisions, if any, or the financial resources of any indemnifying parties, including indemnity for intellectual property (IP), tax or regulatory compliance issues, such as anti-corruption and environmental compliance, that may result in us incurring successor liability;
- we may fail in identifying or transferring some of the assets that are required for the operation of the acquired businesses;
- the attention of senior management may be diverted from our existing operations, or we may spend significant financial and management resources on potential acquisitions that do not materialize;
- we may be exposed to potential shareholder claims or conflicts if we acquire an interest in a publicly traded company or become a shareholder with partial holdings in a private company;
- certain of our newly acquired operating subsidiaries in various countries could be subject to more restrictive regulations by the local authorities after our acquisition, including regulations relating to foreign ownership of, and export authorizations for, local companies (which have become more stringent in recent years), which could adversely impact the acquisition's value; and
- we may lose expertise and knowledge if key employees are not retained for a sufficient period of time.

We cannot ensure that these risks or other unforeseen factors will not offset the intended benefits of the acquisitions we make, and such risks could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Our operations may be negatively impacted by international health pandemics. In previous years, the Covid-19 pandemic adversely impacted the global economy, the markets in which we operate and our operations, including causing a slow-down in our commercial aviation business. The pandemic's macro-economic implications included disrupted transportation networks and global supply chains, and shortages of components, which caused us increased costs and extended lead times, and also prompted us to increase our inventories. The emergence of pandemics, as well as potential government responses such as quarantines, lockdowns, limitations on holding large-scale events and travel restrictions, could create business disruptions for us and our customers, supply chain and other business partners, potentially resulting in cessation, reduction or delay of business and an increase in our costs, and may also impact government priorities and budgets and the demand for our products. These could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We may be affected by failures of our prime contractors. We often act as a subcontractor, and a failure of a prime contractor to meet its obligations may affect our ability to receive payments under our subcontract.

Undetected problems in our products or manufacturing processes and misuse of our products could impair our financial results and give rise to potential product liability, breach of contract or other claims. We offer a wide portfolio of products and solutions, which is routinely being updated and adjusted. From time to time, we encounter unintentional defects or malfunctions in our products and solutions, or deficiencies in the manufacturing processes of such products and solutions. In addition, we often rely on subcontractors to design and manufacture some components that are embedded in our systems. In the event of defects in the design, production or testing of our or our subcontractors' products and systems, including our products and solutions sold for safety purposes in the homeland security and commercial aviation areas, or if the cyber protection

measures included in our products and solutions do not operate as intended, we could face substantial repair, replacement, or service costs, delays, potential liability and damage to our reputation. Similar issues could arise if we fail to timely implement and maintain adequate manufacturing processes or if a defective part affects our development, production and operation infrastructures. In addition, we must comply with regulations and practices to prevent the use of parts and components that are considered as counterfeit or that violate third-party intellectual property rights. Our efforts to implement appropriate design, manufacturing and testing processes for our products or systems may not be sufficient to prevent such occurrences. We could also be subject to claims if our products are intentionally or unintentionally misused. We may not be able to obtain product liability or other insurance to fully cover such risks in a cost-effective manner, which could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We may face labor relations disputes or not be able to amend collective bargaining agreements in a timely manner. We are party to collective bargaining agreements that cover a substantial number of our employees, which could increase, for example, as a result of future acquisitions. We have faced and may in the future face attempts to unionize additional parts of our organization. Disputes with trade unions or other labor relations difficulties, as well as failure to timely amend or extend collective bargaining agreements, could lead to labor disputes, slow downs, strikes and other measures, which could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow. For further information, see Item 6. Directors, Senior Management and Employees – Employees – Collective Bargaining Agreements.

Our business could be adversely affected by climate change, Environmental, Social and Governance (ESG) regulatory requirements and market responses thereto. Global climate change could increase the risks of natural disasters and hazards, such as earthquakes, flooding, fires, rising temperatures and sea levels. The impacts of such events could affect our operations and facilities, as well as those of our suppliers and customers, and increase the costs of our operations. Current or future insurance arrangements may not provide protection for costs that may arise from such events, particularly if such events are catastrophic in nature. Climate change could also require us to adapt our products to withstand extreme weather conditions or reduce the environmental footprint of our activities. In addition, increased focus on climate change in recent years has led to emerging regulation and new policy requirements by various authorities around the world, including with respect to greenhouse gas emissions. New and evolving laws and regulations, such as the European Commission's Corporate Sustainability Reporting Directive (CSRD) and other climate-related regulations, mandate, and could mandate in the future, different or more restrictive environmental standards and disclosure obligations than those that were previously in effect, and could require us to change our methods of operation and make additional capital investments, or could result in legal and regulatory proceedings against us. We regularly evaluate the impact of this changing area of law on our Company and its operations. See also "Risks Related to Legal and Regulatory Requirements – Our operations may expose us to liabilities under various environmental protection, health and safety laws and regulations" below. Climate change, as well as ESG in general, has also become the focus of investors, advisory service providers, financial institutions, some of our business partners and customers and other market participants, and such groups and constituents increasingly evaluate our ESG practices and disclosures before making investments and other business decisions. The effects and costs of climate change, or any failure to meet related regulatory requirements and evolving stakeholder expectations regarding ESG, could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Risks Related to Our Markets and Industry

Our future success in a competitive industry depends on our ability to develop new offerings and technologies quickly at cost-effective prices. The markets we serve are highly competitive and characterized by rapid changes in technologies and evolving industry standards. In addition, some of our systems and products are installed on platforms that may have a limited life or become obsolete. Unless we develop new offerings or enhance our existing offerings, we may be susceptible to loss of market share resulting from the introduction of new or enhanced offerings by our competitors. We compete with many large and mid-tier defense, homeland security and commercial aviation contractors on the basis of system performance, cost, overall value, delivery and reputation. Many of these competitors are larger and have greater resources than us, and therefore may be better positioned to take advantage of economies of scale and develop new technologies. Some of these competitors are also our suppliers in some programs. Accordingly, our future success will require that we:

- identify emerging technological trends;
- identify additional uses for our existing technology to address customer requirements;
- develop, upgrade and maintain competitive products and services;
- add innovative solutions that differentiate our offerings from those of our competitors;
- bring solutions to the market quickly at cost-effective prices;
- develop working prototypes as a condition to receiving contract awards;

- maintain a global presence, working through subsidiaries around the world; and
- structure our business efficiently through joint ventures, teaming agreements and other forms of alliance.

We need to continually invest significant human capital and financial resources to pursue these goals, and there can be no assurance that adequate resources will continue to be available to us or be prioritized for these purposes. We may experience difficulties that delay or prevent our development, introduction and marketing of new or enhanced offerings, and such new or enhanced offerings may not achieve adequate market acceptance. Moreover, new technologies, including disruptive technologies and technologies originating from civilian applications, or changes in industry standards and regulations or customer requirements, could render our offerings obsolete or unmarketable. For example, companies active in the deep-tech and more specifically - defense-tech, field, which is usually characterized by rapid innovation in areas such as artificial intelligence (AI), autonomous systems and quantum computing, often have access to substantial resources from financial and non-defense investment sources and operate under less stringent legal requirements compared to traditional defense companies. These factors may provide such companies with a competitive edge in terms of agility and innovation and may allow them to more rapidly develop disruptive technologies with the potential to reshape the traditional defense market.

Any new offerings and technologies are likely to involve costs and risks relating to design changes, the need for additional capital and new production tools, satisfaction of customer specifications, adherence to delivery schedules, specific contract requirements, supplier performance, customer performance and our ability to predict program costs. New products sometimes lack sufficient demand or experience technological problems or production delays. Our customers frequently require demonstrations of working prototypes prior to awarding contracts for new programs or require short delivery schedules which sometimes causes us to purchase long-lead items or materials and commence work in advance of the contract award, without any certainty of receiving the award. Moreover, due to the design complexity of our products, we sometimes experience delays in developing and introducing new products. Such delays sometimes result in increased costs and development efforts, deflect resources from other projects or increase the risk that our competitors may develop competing technologies that gain market acceptance in advance of our products. If we fail in our new product development efforts, or our products or services fail to achieve market acceptance more rapidly than the products or services of our competitors, our ability to obtain new contracts could be negatively impacted. Any of the foregoing costs and risks could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Our revenues depend on a continued level of government business. We derive most of our revenues directly or indirectly from government agencies, mainly the Israeli Ministry of Defense (IMOD), the U.S. Department of Defense (DoD) and other military or governmental authorities of various countries, pursuant to contracts awarded to us under defense and homeland security-related programs. The funding of these programs could be reduced or eliminated due to numerous factors, including geopolitical events and macro-economic conditions, as well as changes in policies or priorities of a specific government or security pacts between several governments. As a result, our current orders from such governmental customers may be subject to modifications and terminations, and our future orders may be reduced, due to factors over which we have no or little control. In some cases, such developments, as well as other changes relating to specific markets or customers, could lead to our exit from certain business operations, which could also result in asset impairment. For further information see below Item 5. Operating and Financial Review and Prospects – Summary of Operating Results – 2024 Compared to 2023 – Cost of Revenues and Gross Profit. Following the outbreak of the "Swords of Iron" war, we have in some cases experienced a reluctance from certain countries to purchase from Israeli companies, while in other cases we've experienced an increase in global demand for our products. A reduction or elimination of government spending under current contracts with us, changes in future government spending priorities and a discontinuation of certain of our business operations could cause a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face risks in our international operations. We derive a significant portion of our revenues from international sales. Entry into new markets as well as changes in international, political, economic or geographic conditions could cause significant reductions in our revenues. In addition to the other risks from international operations set forth elsewhere in these risk factors, some of the risks of doing business internationally include a potential deterioration in geopolitical or trade relations between countries, international trade sanctions, imposition of tariffs and other trade barriers and restrictions. Imposition of import restrictions or tariffs by any government could lead to retaliatory actions by other countries, which could have broad effects in many industries and economies internationally. Broad-based international trade conflicts, as well as conflicts involving the State of Israel, such as the "Swords of Iron" war and related geopolitical changes, could have negative consequences on the demand for our products and services outside Israel as well as on exports from other countries to Israel, including by our suppliers (see "Conditions in Israel and the Middle East may affect our operations" below). Some of our global subsidiaries and their employees and business partners are also subject from time to time to protests, vandalism and forceful attacks that are aimed against Israel, Elbit and/or Israeli defense contractors in general, and which sometimes create risks to our people, disrupt our operations and increase our costs.

Other risks of doing business internationally include political and economic instability in the countries of our customers and suppliers, changes in diplomatic and trade relationships among countries, and the increasing instances of terrorism worldwide and armed conflicts, some of which may be affected by Israel's overall political situation (see "Risks Related to Our Israeli Operations and Environment" below). Trade restrictions applied by the Israeli government on certain countries sometimes limit our sales to other governments that do not impose the same restrictions. In addition, sanctions by the Israeli government, the U.S. government or by other governments or international organizations that apply with respect to our counterparties to certain contracts, may make it difficult or impossible to complete these or other related contracts. Although we generally do not conduct business in Russia and Ukraine, a continuation or escalation of this conflict could continue to affect additional regions and increase the volatility of global economic conditions. We are unable to predict the full impact of either the conflict between Russia and Ukraine or of the "Swords of Iron" war on the economy generally or on our business and operations. Any of the foregoing risks could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face increasing requirements for industrial participation and localization by many of our customers. In recent years, there has been a growing trend in numerous countries ***to*** encourage work with local industries, including through various incentives and budgetary allocations. Examples include a preference for purchasing from domestic suppliers and requirements for local development or cooperation with local entities, including regarding transfer of technologies and production lines. Adhering to these requirements often involves complex operational issues and investments in facilities and subsidiaries in the local country. In addition, a number of our international programs require us to meet "Industrial Participation" or offset obligations, which have increased in recent years and involve additional costs. See Item 5. Operating and Financial Review and Prospects – Off-Balance Sheet Transactions. If we fail to successfully collaborate with our business partners to meet requirements for local development or cooperation with local entities, or to meet our Industrial Participation or offset obligations, we could be subject to contractual penalties, termination or inclusion on "black lists", making it difficult or impossible to do business in such countries in the future. This could, in turn, have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We are likely to compete with certain potential customers. As the number of companies in the traditional defense industry has decreased in recent years due to industry consolidation, the market share of some prime contractors has increased. Some of these companies are vertically integrated with in-house capabilities similar to ours in certain areas. Thus, at times we seek business from certain of these prime contractors, while at other times we compete with some of them. Decisions by these major contractors to consolidate business or our failure to maintain good business relations with such contractors could negatively impact our business.

Certain of our contracts may be terminated by our customers. Our contracts with customers may be terminated, amended or delayed by our customers for various reasons, including for their convenience. Such terminations, amendments or delays experienced by the Company from time to time may be due to factors over which we have little or no control (see also "Our revenues depend on a continued level of government business" above). In some cases, termination eliminates our right to payment under the contract and could also cause additional expenses, which could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow. For further information see below Item 5. Operating and Financial Review and Prospects – Summary of Operating Results – 2024 Compared to 2023 – General and Administration (G&A) Expenses.

We are subject to risks associated with AI technologies. We ***currently*** incorporate AI capabilities and have started implementing generative AI capabilities into some of our products and solutions and in some of our development processes and business operations, and we expect to do so more in the future. The rapid pace and complexity of AI development may require the investment of significant resources for us to remain competitive, and such investments may not produce successful outcomes or the returns that we expect. In addition, our competitors may incorporate AI into their development tools or products more quickly or more successfully than us, which could impair our ability to compete effectively (see also "Our future success in a competitive industry depends on our ability to develop new offerings and technologies quickly at cost-effective prices" above). It is possible that AI will become a disruptive technology, causing a radical change in our industry. If we are unable to adapt to such change, we may fall behind our competitors. AI is a developing technology, with a developing legal framework. Current and future AI-related regulations may impose certain obligations on us, and the costs of monitoring and responding to such regulations, as well as the consequences of non-compliance, could have an adverse effect on our operations or financial condition. Furthermore, our use of AI may expose us to additional liability as well as increased cybersecurity risks, risks related to intellectual property ownership, intellectual property infringement and risks relating to loss of confidential information (see also "Our business depends on proprietary technology that may be infringed or disclosed without our authorization; our products may infringe third party rights" below), as well as technological, operational, reputational, legal, regulatory and other risks, particularly if the AI we adopt, or data it is based on, produces errors, infringes upon existing technology or otherwise does not function as intended. All of these risks could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Financial-Related Risks

We face currency exchange risks. We generate a substantial amount of our revenues in currencies other than the U.S. dollar (our financial reporting currency), mainly New Israeli Shekels (NIS), Great Britain Pounds (GBP) and the Euro, and we incur a substantial amount of our expenses (primarily human resources, operational and supply chain expenses) in currencies other than the U.S. dollar, mainly NIS. Accordingly, in case of an appreciation of the NIS compared to the U.S. dollar, a significant portion of our costs will likely increase, as has previously happened. We also face the risk of incurring additional costs in case of a depreciation of the Euro compared to the U.S. dollar, if we are awarded Euro denominated contracts based on price proposals that were provided when the Euro value was higher compared to the U.S. dollar. To the extent we derive our revenues or incur our expenses in currencies other than the U.S. dollar, we are subject to exchange rate fluctuations between the U.S. dollar and such other currencies. For example, we are sometimes negatively affected by exchange rate changes during the period from the date we submit a price proposal until the date of contract award or until the date(s) of payment. Certain currency derivatives we use to hedge against exchange rate fluctuations may not fully protect against sharp exchange rate fluctuations, and in some cases we are not able to adequately and cost-effectively hedge against all exchange rate fluctuations. See Item 11. Quantitative and Qualitative Disclosures About Market Risk – Exchange Rate Risk Management. In addition, our international operations expose us to the risks of price controls, restrictions on the conversion or repatriation of currencies, or even devaluations or hyperinflation in the case of currencies issued by countries with unstable economies. All of these currency-related risks could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow. See below "Risks Related to Our Israeli Operations and Environment – We may be affected by changes in Israel's economy" and Item 5. Operating and Financial Review and Prospects – Impact of Inflation and Exchange Rates.

We may be adversely affected by increased levels of inflation and interest rates. Disruptions and volatility in the global economy and financial markets in recent years have put upward pressure on prices, causing widespread inflation from 2021 onwards. In response to the rising inflation, central banks in the markets in which we operate, including the Bank of Israel and the United States Federal Reserve, raised interest rates and tightened their monetary policies. Despite moderate reductions since 2023, the levels of inflation and interest rates remain elevated compared to historical levels. As a result, the Company's borrowing costs, as well as costs of supplies and of employee wages, mostly in cases of CPI linked employment agreements, significantly increased over the past few years. Even if the moderation continues, the decrease in inflation and interest rates may not be maintained and could even be reversed, causing the Company additional considerable costs, as described above. High interest rates could also cause an additional significant increase in our borrowing costs on existing debt subject to variable interest rates and on new debt that we may issue, while also affecting the fair value of our investments and further exposing us to currency exchange risks. See also "We face currency exchange risks" above and "We face risks relating to financing for our operations and issuing guarantees" below. A global environment of high levels of inflation and interest rates and concurrent increased costs may also continue to impact our customers' purchasing power, budgets, priorities and our industry overall. Interest rate increases or other government actions taken to reduce inflation could also slow business and government borrowing and spending, thereby placing economic markets at risk of recession, which could also affect the performance of our business partners under our joint projects. All of these risks could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face risks of cost overruns in fixed-price contracts. Most of our contracts are fixed-price contracts, under which we generally assume the risk that increased or unexpected costs may reduce profits or generate a loss. The risk of adverse effects on our financial performance from such increased or unexpected costs can be particularly significant under fixed-price contracts for which changes in estimated gross profit/loss are recorded on a "cumulative catch-up basis". See Item 5. Operating and Financial Review and Prospects – General – Critical Accounting Policies and Estimates – Revenue Recognition and Item 18. Financial Statements - Note 2S. The costs which typically fluctuate under our fixed-price contracts relate to internal design and engineering efforts, system or product certification processes and purchase of materials and components. In some cases we underestimate the costs to be incurred in a fixed-price contract, and experience a loss on the contract. Losses due to increased or unexpected costs in fixed-price contracts could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We have risks relating to pre-contract costs. We sometimes participate in "risk-sharing" contracts or incur pre-contract costs relating to specific anticipated contracts or delivery orders, in which our non-recurring costs or other costs that are pre-contract are only recoverable if the contract or order is actually awarded or if there is a sufficient level of sales for the applicable product, which typically is not guaranteed. In some cases, the anticipated contract is not awarded to us or sales do not occur at the level anticipated, and as a result, we are not able to recover our non-recurring or pre-contract costs. Such pre-contract costs could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face fluctuations in revenues and profit margins. Our revenues may fluctuate between periods due to changes in pricing, sales volume or project mix. Moreover, because certain of our project revenues are recognized upon achievement of performance milestones, such as units-of-delivery/point-in-time revenue recognition, we sometimes experience fluctuations in year-to-year and quarter-to-quarter financial results, which may be significant. Similarly, our profit margin may

vary significantly during the course of a project as a result of changes in estimated project gross profits that are recorded in results of operations on a cumulative catch-up basis pursuant to the percentage-of-completion accounting method. This method relies on judgments and estimates that are complex and subject to a number of variables (such as the complexity of the required work, length of performance, labor productivity, availability of materials, execution by our suppliers and payments by our customers). See Item 5. Operating and Financial Review and Prospects – General – Critical Accounting Policies and Estimates – Revenue Recognition and Item 18. Financial Statements – Note 2S. As a result, our financial results for prior periods may not provide a reliable indicator of our future results. In addition, because of the significance of management's judgments and estimation processes mentioned above, it is likely that materially different amounts could be recorded if we used different assumptions or if the underlying circumstances were to change. Changes in underlying assumptions, circumstances or estimates may adversely affect our future results of operations and financial condition.

Our backlog of projects under contract is subject to unexpected adjustments, delays in payments and cancellations. Our backlog includes revenue we expect to record in the future from signed contracts and certain other commitments. Many projects may remain in our backlog for an extended period of time due to the size or long-term nature of the contracts. In addition, from time to time, for reasons beyond our control (including economic conditions, exchange rate fluctuations or customer needs), projects are delayed, scaled back, stopped or cancelled, or customers delay making payments, which in some cases adversely affect the revenue, profit and cash flow that we ultimately receive from contracts reflected in our backlog.

We have risks related to our debt obligations. In connection with our bank credits and loans, our notes listed on the Tel-Aviv Stock Exchange and the commercial paper we issued in Israel, we are subject to certain restrictions and/or are obligated to meet certain covenants. These restrictions affect, and may limit or eliminate, our ability to adequately plan for or react to market conditions, meet capital needs or otherwise carry out our activities or business plans. Our ability to comply with the terms of our financing arrangements can be affected by events beyond our control, including prevailing economic, financial market and industry conditions, and we cannot assure that we will be able to comply with such arrangements. These terms could limit our ability to take advantage of financing, mergers and acquisitions or other opportunities. A breach of any restrictive covenants in our financing agreements, as well as our failure to repay our debts or maintain our rating (including for reasons beyond our control), could result in an event of default under those agreements, which could in turn lead to acceleration of the debts, cross-defaults and other penalties. For additional information on our debt see Item 5. Operating and Financial Review and Prospects – Financial Resources; Israeli Series B, C and D Notes and – Israeli Commercial Paper.

We have risks related to the inherent limitations of internal control systems. We are subject to a range of requirements relating to internal control over financial reporting. Despite our internal control measures, we may still be subject to financial reporting errors or even fraud, which we may not detect. A control system, which is increasingly based on computerized processes, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. In addition, the benefit of each control must be considered relative to its cost, and the design of a control system must reflect such reasonable resource constraints. Implementation of changes or updates to our control systems, including implementation of our enterprise resource planning (ERP) system at additional sites worldwide, sometimes encounter unexpected difficulties and delays. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Further, controls can be circumvented by individual acts, by collusion of two or more persons or by management overriding such controls. Over time, a control may be inadequate because of changes in conditions or the degree of compliance with applicable policies or procedures may deteriorate. See Item 15. Controls and Procedures. Failure to maintain effective internal controls, and any investigations or sanctions by regulatory authorities, could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We face risks relating to financing for our operations and issuing guarantees. From time to time, some of our major projects require us to arrange or provide guarantees in connection with a customer's financing of a specific project. These include commitments by us as well as guarantees provided by financial institutions or insurance companies relating to payments received from customers. In addition, many of our projects require us to issue advance, performance and/or product guarantees which may be drawn down by our customers. Customers typically have the right to draw down against advance payment guarantees in the event of a default claim under the applicable contract. In addition, some customers require that contract payment periods be extended for a number of years, sometimes beyond the period of contract performance. We may face difficulties in issuing guarantees or providing financing for our programs, and from time to time our customers encounter impaired ability to continue to comply with extended payment terms. Moreover, our balance sheet could reflect increased leverage if we were required to provide significant financing for our programs. See Item 4. Information on the Company – Financing Terms.

In some of our projects, we are exposed to the credit risks of our customers (see Item 4. Information on the Company – Financing Terms). We sometimes seek to protect all or part of our financial exposure by various means such as insurance; however, such measures may not always be available in a cost-effective manner, may not fully cover our risks and may not be maintained through the entire program term. In addition, we sometimes assist our customers with obtaining financing from third parties. We normally receive insurance for such financing, but when insurance does not cover our full exposure, a customer's failure to pay us may result in a write-off and additional costs to the Company. During and following periods of inflation, such as since 2021, we enter into loan commitments with higher interest rates than comparable loan commitments in the past (see above – "We may be adversely affected by increased levels of inflation and interest rates"). Our borrowings under variable interest rate instruments expose us to interest rate risk. As interest rates increase, our debt service obligations on our variable rate indebtedness will increase even though the amount borrowed remains the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. Difficulties in obtaining financing at attractive rates could impact our ability to adequately meet our business needs or execute our growth strategy. Any of the foregoing risks could have a material adverse affect on our business, reputation, financial condition, results of operations and cash flow.

Our effective tax rate may be subject to fluctuations. Our worldwide effective tax rate could fluctuate as a result of several factors, many of which are outside of our control, including: (i) changes in the mix of revenues and income we derive from the jurisdictions where we operate that have different statutory tax rates; (ii) amendments to tax laws and regulations and changes in interpretations in the jurisdictions where we operate; and (iii) tax assessments, including any related tax interest or penalties, which could significantly affect our income tax expense for the period in which the assessments take place. In addition, our tax returns are periodically audited or subject to review by tax authorities in the various jurisdictions in which we operate around the world. Moreover, the Organization for Economic Cooperation and Development (OECD) sponsors the base erosion and profit shifting (BEPS) project, which encourages the adoption of certain policies to combat tax avoidance by multinational enterprises. Increases in our effective tax rates from the above factors could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Changes to tax laws or classifications in any of the jurisdictions in which we operate could materially affect us and our shareholders. Tax laws, including tax rates, in the jurisdictions in which we operate are often unsettled and may be subject to significant changes. For example, the U.S. tax reform enacted in 2022 (informally titled the Inflation Reduction Act) introduced a number of significant changes to the U.S. federal income tax rules. The OECD's BEPS project has resulted in wide-ranging and continuous changes in the principles of international taxation and the tax laws in individual countries, including the Global Minimum Tax rules (GLOBE) introduced in 2021 (referred to as "Pillar 2"). Pillar 2 rules contemplate changes to numerous international tax principles and national tax incentives and enforce other arrangements such as a minimum effective tax liability of 15%, under certain conditions. Governments have been translating the Pillar 2 rules into specific national tax laws, as previously done with respect to BEPS, and Pillar 2 is effective as of financial year 2024, in certain countries not including Israel. These changes, when adopted by individual countries, could adversely affect our financial position, including our provision for income taxes. At this stage we are analyzing the potential impact of the new rules on our financial results.

In February 2022, the Council of the European Union updated its grey list, which includes countries that do not yet comply with all international tax standards but have committed to implementing reforms, to add Israel and nine other countries. In February 2024, the grey list was updated and Israel was removed therefrom, and stated to be cooperating with the EU and having no pending commitments. In order to be considered as cooperative for tax purposes, jurisdictions are required to meet the following criteria: tax transparency, fair taxation, and anti-BEPS measures. European entities engaging with countries listed on the grey or black lists may be subject to certain restrictions. Changes in tax laws, policies, treaties or regulations, and their interpretation or enforcement, are unpredictable. Any of these occurrences could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

In addition, changes to tax laws, their interpretation or our classification under them can result in adverse consequences to our shareholders. For example, in case Elbit Systems is treated as a Passive Foreign Investment Company (a PFIC), during any taxable year during which a U.S. Shareholder (as defined in Item 10. Additional Information – Taxation – United States Federal Income Tax Considerations) holds our ordinary shares, certain adverse U.S. federal income tax consequences and additional reporting requirements could apply to that U.S. Shareholder. Based on our audited financial statements and relevant market and shareholder data, we do not believe we were treated as a PFIC with respect to our 2024 or 2023 taxable year and do not expect to be a PFIC for our current taxable year or in the reasonably foreseeable future. However, whether we are a PFIC is a factual determination that must be made at the close of each year and is based on factors that may be outside of our control, including, among other things, the valuation of our ordinary shares and assets, which will likely change from time to time. See Item 10. Additional Information – Taxation – United States Federal Income Tax Considerations.

Funding obligations to our pension plans could reduce our liquidity. Funding obligations for certain of our pension plans are impacted by the performance of the financial markets and interest rates. When interest rates are low, or if the financial markets do not provide expected returns, we are required to make additional contributions to these pension plans.

Volatility in the equity markets or actuarial changes in mortality tables can change our estimate of future pension plan contribution requirements. See Item 18. Financial Statements – Notes 2R and 17.

Our business involves risks that may not be adequately covered by insurance. Our business involves the development and production of products and systems for customers around the world. These products and systems can involve new technologies that are not yet fully tested. In addition, in some cases our insurance policies contain exclusions from coverage such as war and terror, natural catastrophes and cybersecurity incidents. We may not be able to obtain product liability or other insurance to fully cover our risks in a cost-effective manner, and the monetary amount of our insurance coverage may not fully cover the liabilities we may incur from our activities, which could be substantial and could harm our business, reputation, financial condition, results of operations and cash flow. In addition, conditions in the global insurance market may make it more costly to obtain adequate insurance coverage in areas such as directors and officers (D&O) liability insurance.

Risks Related to Legal and Regulatory Requirements

We are subject to government procurement and anti-bribery and corruption rules and regulations. We are required to comply with government contracting rules and regulations relating to, among other things, cost accounting, sales of various types of munitions, anti-bribery and procurement integrity, which increase our performance and compliance costs. See Item 4. Information on the Company – Governmental Regulation. Our supply chain is also required to comply with many of these regulations. We engage in certain markets considered to have high bribery and corruption risks. In recent years, investigations by government agencies have become more frequent or remained at high levels in a number of countries, including Israel and the U.S. Failure to remain up to date with applicable regulatory changes around the world or to fully comply with these rules and regulations (as well as applicable sanction requirements, such as those relating to Russia), whether directly or indirectly, could result in the modification, termination or reduction of the value of our contracts, additional costs, the assessment of penalties and fines against us, our suspension or debarment from government contracting or subcontracting for a period of time or criminal sanctions against us or our office holders, employees, supply chain or customers. In addition, our employees may be subject to bribery attempts by third parties, in order to obtain business with the Company or receive other benefits. Any of the aforementioned risks, were they to materialize, could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We depend on governmental approvals for international sales, procurement and acquisitions. Our international sales, as well as our international procurement of skilled human resources, technology, software and hardware, depend largely on export authorizations and other approvals from the governments of Israel, the U.S. and other countries. See Item 4. Information on the Company – Governmental Regulation. From time to time, we are unable to obtain certain approvals and approvals granted to us may expire or be revoked. Since the outbreak of the "Swords of Iron" war, we have experienced increased delays and stringency in the provision of approvals to export to Israel by certain foreign governments, which in some cases led to delays in receiving materials and components, causing supply chain disruptions. In addition, in some cases there are inadvertent failures under existing approvals. If we, our customers or our suppliers fail to obtain or comply with certain approvals, or if certain approvals previously obtained are revoked or expire and are not renewed for any reason, including due to changes in political conditions, increasing stringency of international export control requirements to Israel or to countries we operate in (such as the recently announced controls on the export of U.S. developed computer chips that power AI technologies), or imposition of sanctions, our ability to sell our products and services to overseas customers and our ability to obtain goods and services essential to our business could be interrupted, resulting in a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

In addition, in the context of mergers and acquisitions, most countries require local government approval for acquisitions of domestic defense and homeland security-related businesses, which may be denied, or subject to unfavorable conditions or to conditions that could increase ongoing expenses, if the local government determines that the acquisition is not in its national interest. Such regulations are becoming more stringent in a number of countries, including the U.S. We may also be unable to obtain antitrust approvals for certain acquisitions as our operations expand. Failure to obtain such governmental approvals could negatively impact our future business and prospects.

Our operations may expose us to liabilities under various environmental protection, health and safety laws and regulations. Our operations are subject to environmental protection, health and safety requirements. Recent years have been characterized by a substantial increase in the stringency and enforcement of legal provisions and regulatory requirements in these areas and in the cost of compliance with such regulatory changes. Changes in laws and regulations around the world may limit or otherwise affect the use of our products or impact our manufacturing processes and necessitate that we dedicate additional resources to comply with environmental protection, health, safety or other requirements. These include, among other things, regulations regarding the storage and handling of hazardous materials, including munitions, used in our operations, as well as standards related to greenhouse gas emissions. See Item 4 – Information on the Company – Governmental Regulation – Environmental, Health and Safety Regulations and "Risks Related to Our Operations – Our business could be adversely affected by climate change, Environmental, Social and Governance (ESG) regulatory requirements and market responses thereto" above.

Some of our operations involve inherent risks of physical injury, such as manufacturing and testing of our systems and platforms, as well as handling of hazardous materials, including munitions and explosives. Despite implementing safety measures, we sometimes face accidents, resulting in physical injuries and damage to equipment, facilities and the environment. In order to meet increased demand for our products since the beginning of the "Swords of Iron" war, we have enhanced the production rate at some of our facilities, including by adding additional shifts. Increased volume of operation may enhance the risk that accidents will occur. We are also sometimes required or otherwise choose to implement remediation measures to comply with environmental protection and health and safety requirements. Furthermore, some of our business licenses are for fixed periods and must be renewed from time to time. Renewal of such permits is not certain and is sometimes made contingent on additional conditions and costs. In connection with some of our operations, we are subject to certain procedures and orders under environmental, health and safety laws and regulations. In case of violation or liability under such laws and regulations, including with respect to any contamination or our storage, manufacture, testing or handling of munitions and explosives, as a result of our inability to obtain permits, or due to human error, accident, equipment failure or other causes, we could be subject to fines, costs, civil or criminal sanctions, face property damage or personal injury claims or be required to incur substantial investigation or remediation costs. These factors could cause disruptions in our operations and have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Our business depends on proprietary technology that may be infringed or disclosed without our authorization; our products may infringe third party rights. Many of our systems and products depend on our proprietary technology for their success. Like other technology-oriented companies, we rely on a combination of IP, some of which is not formally protected. Our formally protected IP includes patents, trade secrets, copyrights and trademarks. We also utilize non-disclosure agreements, confidentiality provisions in sales, procurement, employment and other agreements and technical measures to establish and protect proprietary rights in our products. Our ability to successfully protect our IP may be limited because:

- IP laws in certain jurisdictions may be relatively ineffective;
- detecting infringements and enforcing proprietary rights may be difficult due to unavailability of details of competitors' technology and may divert management's attention and company resources;
- contractual measures such as non-disclosure agreements and confidentiality provisions may afford only limited protection;
- our employees may input our confidential information, including material non-public information, trade secrets or personal identifiable information, into AI applications, resulting in such information becoming accessible by third parties, including our competitors or in a loss of trade secret status of such information;
- our ownership rights over inventions or works of authorship developed using AI technology may be limited, given the position of courts and intellectual property offices in the U.S. and in some other jurisdictions that require sufficient human involvement in such developments;
- our patents may expire, thus providing competitors access to the applicable technology;
- competitors may independently develop products that are substantially equivalent or superior to our products or circumvent our IP rights; and
- IP not formally protected may be misappropriated or leaked to our competitors.

In addition, sometimes third parties register patents in technologies relevant to our business areas and assert infringement claims against us. The cost of defending against infringement claims could be significant, regardless of whether the claims are valid. If we are not successful in defending such claims, we may be prevented from using or selling certain products of ours, be liable for damages and required to make adjustments to our software, technology or products, or to obtain licenses, which may not be available on reasonable terms, any of which may have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We are subject to laws and contractual obligations regarding data protection. Certain information we receive and maintain regarding our employees and third parties is subject to various local and national laws regarding privacy and data protection. Many of these laws are rapidly evolving and increasingly rigorous (See below – Item 4. Information on the Company – Governmental Regulation – Cybersecurity and Data Privacy Regulations). In addition, we are frequently subject to contractual obligations requiring us to protect the confidential information of customers. A failure or perceived failure by us to comply with laws, industry standards or contractual obligations regarding the protection of data, and any inadvertent disclosure of such data, including through our use of AI, could subject us to enforcement actions and other litigation by customers and governmental authorities, fines, damages and negative publicity, or may give rise to specific obligations, including required notices, consents and opt-outs, under various data privacy, protection and cybersecurity laws and regulations in a number of

jurisdictions. These could, in turn, have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow. See also "We are subject to risks associated with AI technologies" above.

Other Risks Related to Our Ordinary Shares

Our share price may be volatile and may decline. Numerous factors, some of which are beyond our control and unrelated to our operating performance or prospects, may cause the market price of our ordinary shares to fluctuate significantly. Factors affecting market price include, but are not limited to: (i) variations in our operating results and ability to achieve our key business targets; (ii) sales or purchases of large blocks of stock; (iii) changes in securities analysts' earnings estimates or recommendations; (iv) differences between reported results and those expected by investors and securities analysts; and (v) changes in our business including announcements of new contracts or other major events by us or by our competitors. In addition, we could be subject to securities class action litigation following periods of volatility in the market price of our ordinary shares.

Other general factors and market conditions that could affect our stock price include but are not limited to changes in: (i) the market's perception of our business; (ii) the businesses, earnings estimates or market perceptions of our competitors or customers; (iii) the outlook for the defense, homeland security and commercial aviation industries; (iv) general market, economic (including reductions in Israel's credit rating) or health (including pandemics) conditions unrelated to our performance; (v) the legislative or regulatory environment; (vi) government defense spending or appropriations; (vii) military or defense activities and conflicts locally and worldwide; (viii) the level of national or international hostilities; and (ix) the general geopolitical environment (including the perceived value of investing in an Israeli defense company). A significant increase in our share price can also increase our payment obligations under our stock price-linked employee compensation plans.

We have a major shareholder with significant influence over certain matters requiring shareholder approval. As of March 6, 2025, Federmann Enterprises Ltd. (FEL) owns approximately 43.90% of our ordinary shares, directly and indirectly. Therefore, subject to shareholder approval special majority requirements under the Israeli Companies Law - 1999, as amended (the Companies Law) and our articles of association, FEL may have significant influence over the outcome of matters requiring shareholder approval, including the election of directors. Michael Federmann, who serves as a member of our board of directors, is (through entities under his control) the controlling shareholder of FEL, and he is also the chair of the board and the chief executive officer of FEL. Therefore, Mr. Federmann controls, directly and indirectly, the vote of our ordinary shares owned by FEL. See Item 6. Directors, Senior Management and Employees – Board Practices – Appointment of Directors and – External Directors, Item 7. Major Shareholders and Related Party Transactions – Major Shareholders, Item 10. Additional Information – Approval of Certain Transactions and the Description of Securities filed as Exhibit 2.1 to this annual report (the Description of Securities), under Provisions Relating to Major Shareholders.

Risks Related to Our Israeli Operations and Environment

Conditions in Israel and the Middle East may affect our operations. Political, economic and military conditions in Israel and the Middle East directly affect our operations. Since the establishment of the State of Israel, a number of armed conflicts have taken place between Israel and some of its Arab neighbors. Although the 2020-2021 Abraham Accords have enhanced Israel's relations with certain countries in the Middle East, an ongoing state of hostility, varying in degree and intensity, has caused security and economic problems for Israel, and for Israeli businesses and employees. Regime and significant political changes in the Middle East, as recently occurred in Syria and Lebanon, could also have an effect on such state of hostility. Political, economic and military conditions in Israel and the Middle East could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

On October 7, 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of brutal attacks on civilian and military targets. Hamas and soon thereafter Hezbollah, operating from Lebanon, launched extensive rocket attacks on the Israeli population and industrial centers, including areas in which some of the Company's facilities and employees were located. Following the October 7 attacks, the State of Israel declared a state of war, which it called "Swords of Iron", commencing a military campaign in Gaza and, at a later stage, in Lebanon. Israel was also subject to missile and drone attacks by Iran and other terrorist organizations on different fronts, including the Houthi movement in Yemen and rebel militia groups in Syria. These attacks prompted military responses by Israel. In addition, the Houthi movement launched attacks on shipping in the Red Sea, resulting in widespread rerouting of cargo ships and some shipping companies ceasing shipments to Israel. The current situation is complex, with a temporary ceasefire agreed to between Israel and Lebanon at the end of November 2024 and a separate temporary ceasefire declared with Hamas in January 2025. As of March 17, 2025, the results of both ceasefires remain uncertain. See Item 4. Information on the Company – Conditions in Israel – "Swords of Iron" war.

The "Swords of Iron" war has had significant economic, military and social consequences to Israel. Any major hostilities involving Israel, regional political instability, or the interruption or curtailment of trade between Israel and its trading

partners could materially and adversely affect our business, financial condition, and results of operations. While Elbit has experienced a material increase in orders from the IMOD since the start of the war, at the same time the war has caused supply chain and operational constraints, including amongst others, due to the temporary evacuation of employees working at facilities subject to missile attack, significant employee call up for reserve duty (also see below – "Many of our employees and some of our officers are obligated to perform military reserve duty in Israel"), increase in transportation costs and delays related to the Houthi movement attacks on shipping in the Red Sea, material and component shortages (see also above – "We may experience production and other delays, discontinuation of supply or liability due to supply chain disruptions and failures of our suppliers to comply with our requirements or with applicable laws"), limitations imposed by some countries on exports to Israel and attacks on some of our global facilities by anti-Israeli organizations (also see above – "We face risks in our international operations").

As a result of the war, we relocated certain production lines from facilities in evacuated areas to alternative facilities, recruited additional employees, increased monitoring of global supply chains to identify delays, shortages and bottlenecks, rescheduled deliveries to certain customers as necessary and increased inventories. As of March 6, 2025, most relocated production lines have returned to their original locations, most employees that were evacuated from facilities subject to attacks have returned to their original locations and the percentage of employees called up for reserve duty has decreased compared to prior periods, although the percentage remains above historical levels.

If a ceasefire cannot be obtained or sustained or the war is prolonged or escalates further, for example by expanding to additional fronts or becoming a broader regional conflict, the negative effects on our business may increase. The war may also have adverse effects on our business activities with third parties and our ability to meet our obligations to our customers. It may also result in physical damage to our facilities. The full extent of the effects of the war on the Company's performance will depend on future developments that are difficult to predict at this time and the risks related to the war could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow. See also Item 4. Information on the Company – Conditions in Israel – "Swords of Iron" war.

Many of our employees and some of our officers are obligated to perform military reserve duty in Israel. Generally, Israeli citizens and permanent residents are obligated to perform ongoing military reserve duty up to a specified age. Reserve soldiers may also be called to active military duty at any time under emergency circumstances, for extended periods. During the "Swords of Iron" war, a considerable number of our employees were called for reserves duty. As of December 31, 2024, approximately 5% of our work force in Israel had been called up, and as of March 6, 2025 the percentage was reduced to approximately 4%. The percentage could fluctuate depending on future developments. As of March 6, 2025, in accordance with current Israeli law, employees on reserve duty continue to be fully paid by the Company, while the National Insurance Institute refunds the Company for their salaries, up to a certain statutory ceiling (which is sometimes lower than the salaries we pay to such employees) and, in some cases, partially indemnifies the Company for additional employment costs. As a result, the Company has incurred, and will likely continue to incur, costs in respect of its employees who are called to reserve duty for which it is not fully indemnified by the government. For further details see below Item 4. Information on the Company – Conditions in Israel – National Insurance Institute. Although the Company has recruited additional employees to limit the effect of reserve call-ups on its business operations, the absence of our employees, as well as those of certain of our suppliers, for extended periods could cause delays in our programs and operations, and this, as well as the costs incurred by the Company, could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Political relations could limit our ability to sell or buy internationally. We could be adversely affected by the interruption or reduction of trade between Israel and its trading partners. Some countries, companies and organizations continue to participate in a boycott of Israeli firms, other firms doing business with Israel and Israeli-owned companies operating in other countries. These actions have increased since the commencement of the "Swords of Iron" war. In addition, certain foreign government defense export policies towards Israel have become more stringent since the beginning of the war, making it more difficult for us in some cases to obtain the export authorizations necessary for our activities. See above "Risks Related to Our Markets and Industry". In some cases Israeli firms such as the Company are prevented from participating in international trade shows. Restrictive laws, policies or practices directed towards Israel or Israeli businesses or a decision to reduce trade with Israeli businesses could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Reduction in Israeli government spending or changes in priorities for defense products may adversely affect our earnings. While Elbit has experienced a material increase in orders from the IMOD since the start of the "Swords of Iron" war, the Israeli government may reduce its expenditures for defense items or change its defense or other priorities in the coming years. In addition, the Israeli defense budget may be adversely affected if there is a reduction in U.S. foreign military assistance. See above "Risks Related to Our Markets and Industry". Any of the foregoing circumstances could have a material adverse effect on our business, reputation, financial condition, results of operation and cash flow.

We may be adversely affected as a result of extended periods without a stable coalition government and delays in adopting Israel's defense budget. Between 2019 and 2023, Israel has undergone five elections, with the most recent election held in November 2022. This has led to frequent changes in the composition of the government and delays in adopting budgets. This also has negatively impacted the ability of the IMOD to adopt a new budget, enter into new programs and make timely payments to its suppliers. Should such extended periods of instability or delays in adopting budgets reoccur, it could negatively affect our operations in Israel and have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

We may be affected by changes in Israel's economy. From time to time Israel's economy may experience inflation or deflation, the effect of fluctuations in world commodity prices, the impact of military conflicts, civil and political unrest, budgetary constraints and other macro-economic changes. For example, it is widely believed that the ongoing "Swords of Iron" war has had and is anticipated to continue to have adverse effects on the Israeli economy. In October 2024, S&P Global downgraded Israel's long-term credit rating from A+ to A with a negative outlook, reflecting heightened security risk. This and reductions by other international rating agencies such as Moody's and Fitch Ratings could disrupt the business environment and make investors hesitant to invest or transact business in Israel, as well as make it more difficult and expensive for us to raise capital and negatively influence the market price of our ordinary shares. See above "Other Risks Related to Our Ordinary Shares". Israel's economy may also be affected by occurrences experienced and fiscal policies employed by other international economies, such as those in the U.S. and Europe. For these and other reasons, in the past the government of Israel has intervened in the economy, employing various fiscal and monetary policies, import duties, foreign currency restrictions, controls of wages, prices and foreign currency exchange rates and regulations regarding the lending limits of Israeli banks to companies considered to be in an affiliated group. The Israeli government has periodically changed its policies in these areas. In the beginning of 2023, the Israeli government began a process to implement changes in the Israeli judicial system. Various financial, legal and commercial organizations and entities have claimed that such changes would weaken the Israeli judicial system and, as a result, could negatively impact the economic and financial conditions in Israel. At this stage, we cannot assess the likelihood of these changes being fully implemented or any potential impact on our business. Changes in the Israeli economy, as well as various policies implemented by the Israeli government, could make it more difficult for us to operate our business and could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Israeli government programs and tax benefits may be terminated or reduced in the future. We participate in programs of the Israel Innovation Authority and the Israel Investment Center, for which we receive tax and other benefits as well as funding for the development of technologies and products. See Item 4. Information on the Company – Conditions in Israel – Israel Innovation Authority and Investment Center Funding. If we fail to comply with the conditions applicable to these programs, we may be required to pay additional taxes and penalties or make refunds and may be denied future benefits. From time to time, the Israeli government has discussed reducing or eliminating the benefits available under these programs, and therefore these benefits may not be available in the future at their current levels or at all.

Israeli law may delay, prevent or impact acquisition of our controlling interest and apply additional restrictions. The Israeli Defense Entities Law (Protection of Defense Interests), 5766 – 2006 (the Israeli Defense Entities Law) requires Israeli government approval of an acquisition of "means of control" in Israeli defense companies such as Elbit Systems or Israeli defense companies we own or may acquire, in case a relevant order is issued by the Israeli government. Such an order may also contain additional conditions relating to the purchase or transfer of "means of control". As of the date of this annual report, an order relating to us has yet to be issued. However, the IMOD initiated a process under which it intends for the Israeli government to finalize and issue an order that would designate Elbit Systems and most of our Israeli subsidiaries as "defense entities" under the Israeli Defense Entities Law. Since then, discussions have taken place between Elbit Systems and the IMOD about the terms and contents of the order. Additional discussions took place in 2024 and 2025. The Company is not in a position to evaluate if or when the order will be approved and become effective.

The issuance of such order, if and when approved, is anticipated to limit the ability of a potential purchaser to acquire a significant interest in our shares without the approval of the Israeli government. Orders relating to "defense entities", including the order that is expected to be issued with respect to the Company, are also anticipated to, among other matters: (1) impose restrictions on the ability of Israeli or non-Israeli resident citizens to hold means of control or to be able to "substantially influence" such "defense entities"; (2) require that senior officers of "defense entities" have appropriate Israeli security clearances; (3) require that a defense entity's headquarters be in Israel; (4) subject a defense entity's entering into certain joint ventures and mergers and transferring certain technology or means of manufacturing, to the approval of the IMOD; and (5) require "defense entities" to maintain certain essential production lines and development capacities in Israel. See also Item 4. Information on the Company – Governmental Regulation – Regulation of Israeli Defense Entities.

In addition, under the Equipment Registration and Recruitment Law for the Israel Defense Forces, 5747 –1987, certain orders may be given by authorized government officials, under specific conditions, among others, to seize certain equipment or to prevent its movement outside of Israel, for use by the Israel Defense Forces (IDF). Furthermore, the Companies Law regulates mergers, requires tender offers for acquisitions of shares above specified thresholds, requires special approvals for transactions involving directors, officers or significant shareholders and regulates other matters that may be relevant to these types of transactions. These provisions could delay, prevent or impede an acquisition of a significant portion of our shares, as well as other business transactions and operational activities, even if they would have been considered beneficial by the Company or by our shareholders and could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flow.

Being a foreign private issuer exempts us from certain SEC requirements. As a foreign private issuer within the meaning of rules promulgated under the Exchange Act, we are exempt from certain Exchange Act rules and requirements that apply to U.S. public companies, including: (i) the requirement to file with the SEC quarterly reports on Form 10-Q and current reports on Form 8-K; (ii) rules regulating the solicitation of proxies in connection with shareholder meetings; (iii) Regulation FD prohibiting selective disclosures of material information; and (iv) rules requiring insiders to disclose stock ownership and trading activities and establishing liability for profits realized from "short-swing" trading transactions (i.e., a purchase and sale, or sale and purchase, of the issuer's equity securities within less than six months). Because of the foregoing, our shareholders may receive less information about our Company and trading of our ordinary shares by our affiliates than would be provided to shareholders of a domestic U.S. company, and our shareholders may be afforded less protection under the U.S. federal securities laws than would be afforded to shareholders of a domestic U.S. company.

We may rely on certain Israel "home country" corporate governance practices which may not afford shareholders the same protection afforded to shareholders of U.S. companies. As a foreign private issuer Elbit Systems is permitted to follow, and in certain instances has followed, home country corporate governance practices instead of certain practices otherwise required under the Listing Rules of the Nasdaq Stock Market LLC (Nasdaq Listing Rules) for domestic U.S. issuers. As described in Item 16G. Corporate Governance, we have previously informed Nasdaq that we elected to follow certain procedures permitted under the Companies Law instead of the Nasdaq Listing Rules, which require a listed company to obtain shareholder approval for the establishment or material amendment of an equity-based compensation plan. Under this "home country practice" exception provided in the Nasdaq Listing Rules for foreign private issuers, we could in the future elect to follow home country practices in Israel with regard to a broad range of other corporate governance matters. Following our home country governance practices, as opposed to the requirements that would otherwise apply to U.S. public companies listed on Nasdaq, may afford less protection than is afforded to investors under the Nasdaq Listing Rules applicable to domestic U.S. issuers. See Item 16G. Corporate Governance.

It may be difficult to enforce a non-Israeli judgment against us, our officers and directors. We are incorporated in Israel. Our executive officers and directors and our external auditors are not residents of the U.S., and a substantial portion of our assets and the assets of these persons are located outside the U.S. Therefore, it may be difficult for an investor, or any other person or entity, to enforce in an Israeli court a U.S. court judgment against us, our executive officers, directors or external auditors based on the civil liability provisions of the U.S. federal securities laws. It may also be difficult to effect service of process on these persons in the U.S. Also, it may be difficult for an investor, or any other person or entity, to enforce civil liabilities under U.S. federal securities laws in original actions filed in Israel. See Item 4. Information on the Company – Conditions in Israel – Enforcement of Judgments.

Item 4. Information on the Company.

Company History

Elbit Systems Ltd. is a corporation domiciled and incorporated in Israel where we operate in accordance with the provisions of the Companies Law. Our predecessor Elbit Ltd. was incorporated in Israel in 1966 as Elbit Computers Ltd. Elbit Systems was formed in 1996, as part of the Elbit Ltd. corporate demerger, under which Elbit Ltd.'s defense-related assets and business were spun-off to us.

Trading Symbols, Address and Website

Our shares are traded on the Nasdaq Global Select Market (Nasdaq) and on the Tel-Aviv Stock Exchange (TASE), under the symbol "ESLT".

Our main offices are in the Advanced Technology Center, Haifa 3100401, Israel, and our main telephone number at that address is (972)-77-2940000. Our principal offices in the United States are the headquarters of Elbit Systems of America, LLC (Elbit Systems of America) at 4700 Marine Creek Parkway, Fort Worth, Texas 76179-6969, and the main telephone number at that address is 817-234-6600.

Our website home page is *www.elbitsystems.com.* We make our website content available for informational purposes only. It should not be relied upon for investment purposes, nor is any information on it incorporated by reference in this annual report. The SEC also maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of this website is http://www.sec.gov/, and is not incorporated by reference into this annual report.

Business Overview

We are an international high technology company engaged in a wide range of programs throughout the world, primarily in the defense and homeland security arenas. We develop and supply a broad portfolio of airborne, land and naval systems and products for defense, homeland security and commercial applications. Our systems and products are installed on new platforms, and we also perform comprehensive platform modernization programs. In addition, we provide a range of training and support services.

The Company's strategy is generally based on four pillars:

Internationally diversified presence and client base – developing a unique global footprint and multiple local subsidiaries, to allow broad sourcing of revenues from different regions, thereby reducing risk. Our subsidiaries are located in several of our key markets, enjoying our advanced technologies and collective experience, while supporting local defense forces in their home markets and strengthening supply chains and local economies.

Broad portfolio of solutions and products – aligning our solutions with customer priorities. We aim to increase the breadth of our portfolio both horizontally and vertically, to maximize our position in the markets in which we operate.

Innovation to provide a competitive advantage – investing in research and development. In recent years we have invested a material percentage of our revenues to develop a broad range of cutting-edge solutions for our customers (see also Item 5. Operating and Financial Review and Prospects – Summary of Operating Results – Research and Development (R&D) Expenses). By investing in research and development, we can better protect our IP and optimize synergies across our portfolio.

People – investing in our highly skilled employees to maintain operational experience and technological know-how.

In recent years the Company has grown significantly, including in terms of our order backlog, revenues, number of employees and large-scale programs. The Company has also broadened its portfolio at a faster pace than in the past, especially at the area of munitions. Over the course of 2024, we were awarded a variety of contracts, both from the IMOD and from international customers, including:

- $300 million contract to supply armored vehicle systems to a European customer.

- Approximately $600 million contract to supply systems for the Redback IFV under the Australian Land 400 Phase 3 Project.

- Group of contracts in an aggregate amount of approximately $760 million to supply ammunition to the IMOD.

- Approximately $340 million for the supply of ammunition to the IMOD, to be produced in a new manufacturing facility to be established by the Company.

- $127 million contract to supply Iron Fist APS for upgrading the U.S. Army's Bradley IFVs.

- Approximately $335 million to supply Precise and Universal Launching Systems (PULS) rocket launchers and rockets, and Hermes 900 Unmanned Aircraft Systems to a European country.

To support our strategy, as well as improve performance and growth and increase our manufacturing capacity, we are in the process of implementing a variety of operational improvement plans. Such plans include, among other things, increasing our manufacturing capacity by opening new factories, such as a new UAV facility opened in Israel in 2024, which followed the opening of other new sites, among them sites in the U.S., the UK and Germany in 2023. The Company is also in the process of building a new munitions production site in Ramat Beka in Israel (see also "Property, Plants and Equipment"– below).

In addition, our operational improvement plans include efforts to increase automation, enhance our workforce through recruiting additional employees and working in multiple shifts, and support of our operations by adopting more advanced IT systems, such as our ERP systems. We are also working to reduce supply chain disruptions that have increased in recent years, including by increasing inventories.

Principal Market Environment

The nature of military and homeland security requirements has evolved in recent years following the conflicts in Eastern Europe and the Middle East and the growing geopolitical instability in the Asia Pacific region. Governments around the world have announced plans to increase defense spending and to increase demand for a range of advanced capabilities to better prepare for near peer high intensity conflicts.

This global trend has increased demand in the areas of C4ISR systems, cyber-defense systems, network centric information and operational systems, intelligence gathering systems, border and perimeter security systems, unmanned aircraft systems, unmanned surface vessels, autonomous systems, land and aerial precision munitions, tank, artillery and mortar munitions, vehicle survivability and force protection systems, signal intelligence (SIGINT) and electronic warfare (EW) systems, space and satellite-based defense capabilities and homeland security solutions. The technological advances in commercial technologies have led to increasing demand for technological solutions that incorporate digital transformation, including artificial intelligence, big data analytics, robotics, automation and information assurance by military forces. Moreover, there is a continuing demand for cost-effective logistic support and training and simulation services, and overall integrated solutions for the modern battlefield. We believe our synergistic approach of finding solutions that combine elements of our various activities positions us to meet evolving customer requirements in many of these areas.

We tailor and adapt our technologies, integration skills, market knowledge and operationally-proven systems to our customer's requirements in both existing and new platforms. By upgrading existing platforms with advanced technologies, we provide customers with cost-effective solutions, and our customers are able to improve their technological and operational capabilities within limited budgets. Our experience in providing "systems of systems" enables us to provide overall solutions in a range of areas to meet our customers' comprehensive defense, homeland security and safety needs.

Following recent conflicts, governments around the world are striving to achieve independent capabilities by focusing on the utilization of local defense industries. We believe our global footprint and worldwide network of local operating subsidiaries well position us to address this approach. In light of recent supply chain challenges during the "Swords of Iron" war, the IMOD has announced "Blue and White" strategy to continue to invest in strengthening local production of products and materials to decrease its dependency on external suppliers. This strategy is already being implemented, as reflected in several recent awards to Elbit, and may lead to additional awards to the Company in the future.

Segments

The Company reports segment information in five segments, four of which are organized based on the nature of the products and services offered, and one geographic segment.

The Company's five reportable segments are:

- Aerospace – mainly provides products and systems for airborne platforms, unmanned aerial solutions, precision guided munition (PGM) sensors, aerostructures, training and simulator systems, flight academy solutions, and commercial aviation systems.
- C4I and Cyber – mainly provides command, control, communications, computer, intelligence, surveillance and reconnaissance (C4ISR) systems, data links and radio communication systems and equipment, cyber intelligence solutions, autonomous solutions and homeland security solutions.
- Intelligence, Surveillance, Target Acquisition and Reconnaissance (ISTAR) and Electronic Warfare (EW) – mainly provides a wide range of electro-optic laser solutions and countermeasure systems and products, naval systems and a wide range of EW systems and SIGINT systems.
- Land – mainly provides land-based systems and products for armored and other military vehicles, artillery and mortar systems, munitions for land, air and sea applications including PGM, armored vehicle and other platforms' survivability and protection systems.
- Elbit Systems of America (ESA) – mainly provides products and systems solutions principally to U.S. military, foreign military sales (FMS/FMF), homeland security (HLS), medical instrumentation and commercial aviation customers.

Many of the Company's projects and programs are performed across these segments and employees and managers are encouraged to cooperate on such common projects. It is common for the reportable segments to provide their products to the same customers either through joint projects or by marketing and offering combined and integrated solutions containing a variety of capabilities, products, and technologies of the Company's portfolio from various businesses or subsidiaries, all tailored to satisfy the customer's or project's specific requirements. Management also remains focused on the consolidated results as an important measure of performance, particularly given the high level of cooperation among the segments.

The following is additional information on each of our segments. Additional financial information on the segments is provided in Item 5. Operating and Financial Review and Prospects and in Item 18. Financial Statements – Notes 1, 2AC and 23.

Aerospace. Elbit Systems Aerospace offers a range of solutions including unmanned systems, training solutions, head mounted displays, avionics, PGM sensors, aerostructures and next generation aerial C4I and intelligence-gathering products and systems that are at the core of network-centric and multi-domain operations.

The Aerospace segment portfolio includes the following main capabilities:

Unmanned Aircraft Systems (UAS)

Our portfolio of UAS includes integrated UAS (sometimes referred to as remote piloted vehicles, or RPVs) in various categories and for a range of applications, as well as UAS training systems. The systems include airborne platforms, ground control stations, communication systems and various payloads, including stabilized electro-optic, electronic intelligence (ELINT) and communications intelligence (COMINT) payloads that can be adapted for various types of UAS.

Military Aircraft and Helicopter Systems

We offer a range of airborne systems and products that enhance operational capabilities and extend aircraft life cycles, ranging from a single sensor to an entire cockpit avionics suite. Our systems are integrated on fixed and rotary-wing, eastern and western, new and mature aircraft.

We design and supply advanced helmet-mounted systems, including helmet-mounted displays (HMD) for fixed-wing and rotary-wing aircraft.

Under our fixed-wing aircraft and helicopter upgrade programs, we integrate advanced electronic, communication, navigation, electro-optic and EW systems, such as integrated flight deck systems, mission management computers, displays, digital maps and digital recorders, head-up displays, airborne intelligence-gathering systems, PGM sensors, aircraft structural components and a range of aircraft tactical, virtual, appended and embedded trainers and simulators.

Training Solutions and Support

Our training solutions include simulators with embedded virtual training capabilities for air, land, and naval operations and joint multi-domain training. We establish training centers worldwide and offer comprehensive flight academy solutions and services. We also supply logistic support services for airborne platforms, including repair and maintenance centers.

Commercial Aviation Systems and Aerostructures

Our portfolio of commercial aviation systems includes a range of systems and products for the commercial and business aviation market that are employed on fixed-wing aircraft and commercial helicopters. Our commercial aviation systems in the business aviation, commercial helicopter and air transport areas include full avionic suites, enhanced flight vision products and various other avionics products such as display, communication and flight management systems. We also provide aerostructure products such as pressurized and non-pressurized doors, composite beams and winglets.

C4I and Cyber. Elbit Systems C4I and Cyber offers a range of C4I, communication, autonomous systems and digital intelligence and cyber capabilities providing digital networked warfare solutions to military forces, intelligence agencies, homeland security forces, law enforcement agencies and first responders.

The C4I and Cyber segment portfolio includes the following main capabilities:

Communications

The Communications portfolio includes secured and resilient tactical software defined radios (SDR), HF, VHF and UHF radio and communication systems and products, from single-soldier radios to full-scale militaries, supporting multi-domain operations. Our satellite-on-the-move solutions enable users to share voice, video and data beyond line of sight while on the move. Our solutions support robotic autonomous systems and manned unmanned teaming (MUM-T) operations. Our communication network solution enables over-the-air control, monitoring and configuring of military wide networks and integrated Radio over IP (ROIP).

Network Combat Systems (C4I)

Elbit Systems C4I and Cyber supports the digitization and modernization of Defense and HLS capabilities enhancing operational effectiveness. Our system engineering and integration capabilities are underpinned by our C4I, sensor and effector expertise combined with a broad portfolio of military grade tactical hardware for dismounted, mounted and fixed applications. Our solutions incorporate a cloud enabled, open standard architecture framework enabling seamless connectivity and interoperability across a multi-domain environment while maintaining an evergreen upgradable approach to enable upgrades to address future battlefield requirements.

Intelligence and Cyber

Our Intelligence & Cyber portfolio includes big data and analysis solutions that provide intelligence, military and law enforcement agencies with timely and actionable intelligence on a range of threats. Our solutions are designed to integrate secure cloud-based and defense driven generative AI products. Our end-to-end solutions aggregate and fuse large volumes of data from a wide spectrum of intelligence sources, including HUMINT, COMINT, WEBINT, OSINT and, IMINT and apply advanced information technologies, including big data, AI and machine learning, to analyze the data. We also provide advanced cyber protection tools to protect network endpoints.

Robotics and Autonomy Systems & Sensing (RAS-S)

We design, integrate and deploy a range of robotic and autonomy systems (RAS). We also develop and produce sensors using a variety of technologies such as light detection and ranging (LIDAR), ultra wide band (UWB) and physical intelligence (PhysInt), for specific tactical mission requirements. We provide comprehensive, multi-layered solutions for one-to-many autonomous swarms and platforms capable of performing tactical operational missions or human-machine teaming by unmanned ground platforms and military-grade tactical drones. Our open architecture modular approach enables integration of robotic systems, sensors and effectors tailored to the operational requirements of the customer.

ISTAR and EW. Elbit Systems ISTAR and EW designs, manufactures and supports a diverse range of systems and sensors that leverage our advanced technological capabilities across electro-optics (EO), lasers and the electromagnetic spectrum. These systems and sensors are incorporated into comprehensive solutions for aerospace, ground and maritime applications. Our systems, sensors and applications can be provided standalone to defense customers or integrated into a solution provided by the Company's other segments and by other defense prime contractors.

The ISTAR and EW segment portfolio includes the following main capabilities:

Optronics and Laser Systems

The Optronics and Laser Systems portfolio includes self-protection suites, electronic countermeasure systems and sensors, surveillance and intelligence sensors for airborne, ground and naval platforms and payloads for unmanned platforms.

Our portfolio of EO systems and solutions includes integrated vision and targeting solutions, laser range-finders and laser designators, stabilized payloads, electro-optic intelligence, surveillance and reconnaissance (ISR) systems and Directional Infrared Countermeasure (DIRCM) systems, as well as multiple vision-enhancing solutions for military forces and multi-spectral payloads and telescopes for space applications. We are a leading supplier of laser technology for military applications including high-power laser technology and solutions.

High-power laser is a high-end evolving application, where high power levels are required. With superior performance and response, adjusted to extreme maneuvering, HPL is intended to provide optimal focus and line of sight, as well as advanced tracking and beam shaping capabilities.

Based on decades of experience in laser technology and advanced EO systems, the Company has been appointed as the developer and provider of military grade HPL by the IMOD, which has awarded an approximately $200 million contract to the Company to supply HPL systems for the “Iron Beam” air defense system. The Company continues to invest in the development of HPL technologies and solutions (including its HPL airborne solution) that it believes will present a leap forward in future defense against various threats.

Electronic Warfare (EW), Signal Intelligence (SIGINT) and Radar Systems

Our EW and SIGINT portfolio includes intelligence, defensive and offensive solutions for a range of military applications. We provide EW self-protection suites, including radar warning receivers and laser warning systems, for airborne and maritime platform types. We also provide infrared missile warning systems for combat aircraft, as well as for other fixed-wing and rotary-wing platforms, and electronic support solutions for threat identification.

We provide SIGINT systems for tactical and strategic intelligence-gathering including electronic intelligence (ELINT) and electronic countermeasures for naval, ground and airborne applications, communication intelligence (COMINT) and communication jamming systems, counter-improvised explosive devices (CIED) jamming systems for ground forces, counter unmanned aircraft system (C-UAS) and cyber protection capabilities. We also supply command and control systems and simulators for anti-ballistic missiles programs.

Our portfolio also includes radars including unique AI-based multi mission radars capable of detecting, tracking and identifying multiple targets, including humans, vehicles, drones, helicopters, aircraft and vessels simultaneously, in the air, on the ground and at sea. We also provide passive radars for air defense and surveillance applications and ground-based tactical man-carried surveillance radars.

Naval Combat Management and Sonar Systems

We provide unmanned surface vessels (USV) for mine counter-measure (MCM) and anti-submarine warfare (ASW) missions, equipped with an array of sonars and underwater acoustic payloads.

Land. Elbit Systems Land segment provides products and systems for ground forces including military vehicle systems, artillery and mortar systems, rocket artillery systems, active protection systems for vehicles, and a range of air and ground launched precision guided munitions and ammunition. Elbit Systems Land provides solutions for a wide range of threats and operational scenarios for the land, air, and naval arenas. The activities of IMI Systems Ltd., acquired in 2018, were integrated into Elbit Systems Land.

The Land segment portfolio includes the following main capabilities:

Indirect Fire Systems

We provide a range of self-propelled automatic and semi-automatic 155mm howitzers that are designed to be adaptable and mounted on a broad range of truck chassis. We also provide fully automatic rocket-launchers that can launch a broad variety of precision-guided and free-flying rockets with various effective ranges. We also provide comprehensive mortar and tactical precision firepower solutions. These include mortar systems integrated on a variety of platforms and a range of 120mm mortar ammunition.

Turrets and Weapons Systems

We design, develop, manufacture and integrate turrets and weapon systems for ground combat vehicles including main battle tanks, armored personnel carriers and infantry fighting vehicles. Our portfolio includes remote-controlled weapon systems, manned and unmanned turrets, tanks and combat vehicle upgrade and modernization solutions, situational awareness systems and other combat vehicle systems.

Ammunition and Munition Systems

Elbit Systems Land develops and manufactures a comprehensive array of precision munitions, precision-guided rockets and missiles, artillery ammunition, tank munitions, explosives, air-to-ground precision strike systems as well as aircraft protection systems including expendable countermeasures. Our small caliber ammunition facility manufactures a complete range of small arms ammunition, ranging from 5.56 mm to 0.50 (12.7mm) calibers.

Active Protection Systems

We provide advanced survivability solutions for combat vehicles. For example, our Iron Fist Active Protection System (APS) provides a multi-layer active armor protection solution and we also supply soft-kill systems. Our advanced combat vehicle systems provide full 360-degree situational awareness in an open architecture as well as integrating the APS. Our solutions are offered as standalone to combat vehicle manufacturers or as part of combat systems provided by Elbit Systems.

Elbit Systems of America (ESA). Elbit Systems of America mainly provides products, system solutions, and support services focused on the defense, homeland security, law enforcement, commercial aviation, and medical instrumentation markets. Most of ESA's revenues are derived from the U.S. government, its allies, or large prime U.S. defense contractors.

ESA provides a range of capabilities from advanced electro-optics to maintenance and repair of complex military hardware and systems, commercial aviation and medical instrumentation. These capabilities are used on land, in the sea, and in the air. In addition to developing and manufacturing advanced solutions, we maintain the systems and components we create, and we frequently maintain systems originally manufactured by other contractors.

ESA frequently acts as a prime contractor in the U.S. for the products and services of the Company's other segments, leveraging the Company's wide technologies and capabilities. The ESA portfolio includes various capabilities based on the technologies and solutions of the Company's other segments, as well as U.S. originated capabilities.

The ESA portfolio includes the following main capabilities:

- Airborne holistic situational awareness and decision-making through helmet mounted displays, head-down displays, head-up displays, and mission computers, airborne electronic warfare solutions, and electro-optical infrared systems. This includes a commercial aviation portfolio with a line of air data products, cockpit instrumentation and vision systems. Elbit Systems of America also offers Aftermarket Sustainment and Support services.
- Next-generation warfighter information systems through advanced night vision and digital soldier systems.
- Ground combat vehicle systems such as mobile tactical cannons, turrets, vehicle protection systems, 360-degree situational awareness solutions, C-UAS and vehicular components.
- Electro-optics and precision targeting solutions, including next-generation precision fire and fire support, multi-modal seekers, mortar weapon systems and munitions, as well as launched effects and loitering munitions.

- Elbit Systems of America also has two U.S. subsidiaries that offer additional capabilities:
- Sparton, which provides Maritime solutions, networks, and communications through sonobuoys and undersea warfare systems; and
- KMC Systems, which is a premier engineering design and manufacturing partner for Life Science and Diagnostic customers, specializing in intelligent workflow automation and high-throughput clinical platforms.

Revenues

The following table provides our consolidated revenues by geographic region, expressed as a percentage of total revenues for the years ended December 31, 2022, 2023 and 2024:

	2022	2023	2024
Israel	19%	19%	29%
North America	27%	24%	22%
Europe	23%	30%	27%
Asia-Pacific	26%	21%	17%
Latin America	2%	2%	2%
Others	3%	4%	3%

Subsidiary Organizational Structure

Our beneficial ownership interest in our major subsidiaries is set forth in Exhibit 8 to this annual report. Our equity and voting interests in these entities are the same as our beneficial ownership interests.

Below is a general description of our major subsidiaries, each of which is wholly-owned. We also have other smaller wholly and partially owned subsidiaries and investments in companies in Israel, Europe, North America, South America and Asia-Pacific (including in Germany, the UK, Sweden, Brazil, Romania, Hungary, India, Australia and the United Arab Emirates) that conduct marketing, engineering, manufacturing, logistic support and other activities, principally in the entity's local market. Our subsidiaries generally operate across our segments, often in collaboration with us and with other subsidiaries.

Elbit Systems of America

Elbit Systems of America, a Delaware limited liability company, and its subsidiaries, provide products and systems solutions focusing on U.S. military, homeland security, medical instrumentation and commercial aviation customers. Elbit Systems of America and its subsidiaries have operational facilities in Fort Worth, Texas; Merrimack, New Hampshire; Charleston, South Carolina; Talladega, Alabama; Roanoke, Virginia; Fairfax, Virginia; Birdsboro, Pennsylvania; Raleigh, North Carolina, Boca Raton, Florida and DeLeon Springs, Florida. Elbit Systems of America also has a 50% interest in a joint venture with Collins Aerospace, a unit of Raytheon Technologies Corp., which is engaged in the area of helmet-mounted display systems for fixed-wing military and para-military aircraft. Elbit Systems of America acts as a contractor for U.S. Foreign Military Financing (FMF) and Foreign Military Sales (FMS) programs. See below "Governmental Regulation – Foreign Military Financing (FMF)". Each of Elbit Systems of America's operational facilities has engineering and manufacturing capabilities. Elbit Systems of America's manufacturing facilities in Alabama, Texas, New Hampshire, Virginia and Florida also have significant maintenance and repair capabilities. See below "Manufacturing" and "Customer Satisfaction and Quality Assurance".

Elbit Systems of America, Elbit Systems and intermediate Delaware holding company subsidiaries are parties to a Special Security Agreement (SSA) with the United States Department of Defense (DoD). The SSA provides the framework for controls and procedures to protect classified information, controlled unclassified information and export-controlled data. The SSA allows the Elbit Systems of America companies to participate in classified U.S. government programs even though, due to their ownership by Elbit Systems, the Elbit Systems of America companies are considered to be under the control of a non-U.S. interest. Under the SSA, a Government Security Committee of Elbit Systems of America's board of directors was permanently established to supervise and monitor compliance with Elbit Systems of America's export control and national security requirements. The SSA also requires Elbit Systems of America's board of directors to include outside directors who have no other affiliation with the Company. Elbit Systems of America's board of directors also includes an officer of Elbit Systems of America and up to two inside directors, who have other affiliations with the Company. The SSA requires outside directors and officers of the Elbit Systems of America companies who are directors, and certain other senior officers, to be U.S. resident citizens and eligible for DoD personnel security clearances.

Sparton DeLeon Springs, LLC (Sparton DeLeon Springs), a subsidiary of Elbit Systems of America and Sparton Corporation (Sparton), is a party to and operates under a Proxy Agreement to which Elbit Systems of America, Elbit Systems and the DoD are also parties. The Proxy Agreement is necessary because Sparton DeLeon Springs performs sensitive programs that require additional protection from a U.S. national security perspective. Under the Proxy Agreement, three independent proxy holders, who have no prior affiliation with Sparton DeLeon Springs, Elbit Systems or Elbit Systems of America, govern the affairs of Sparton DeLeon Springs and monitor compliance with the U.S. government's export control and national security requirements. The Proxy Holders and certain senior officers of Sparton De Leon Springs must be resident U.S. citizens and eligible for DoD personnel security clearances.

C4I and Cyber. Headquartered in Netanya, Israel, Elbit Systems C4I and Cyber Ltd. (C4I and Cyber) is engaged in the worldwide market for C4ISR systems, data links and radio communication systems and equipment, cyber intelligence solutions, autonomous solutions and homeland security solutions.

Elisra. Based in Holon, Israel, Elbit Systems EW and SIGINT – Elisra Ltd. (Elisra) provides a wide range of electronic warfare (EW) systems, signal intelligence (SIGINT) systems and C4ISR technological solutions for the worldwide market.

Elop. Based in Rehovot, Israel, Elbit Systems Electro-optics Elop Ltd. (Elop) designs, engineers, manufactures and supports a wide range of electro-optic and laser systems and products mainly for defense, space and homeland security applications for customers worldwide.

ELS. Headquartered in Ramat HaSharon, Israel, Elbit Systems Land Ltd. (ELS) is engaged in the design and manufacture of land-based systems and products for armored and other military vehicles, artillery and mortar systems.

IMI. Headquartered in Ramat HaSharon, Israel, IMI Systems Ltd. (IMI) is engaged in the design and manufacture of a wide range of precision munitions for land, air and sea applications and guided rocket systems, as well as armored vehicle and other platforms survivability and protection systems for defense and homeland security applications.

Mergers, Acquisitions and Divestitures

Part of our growth strategy includes our continued activity in mergers and acquisitions and joint ventures with respect to businesses, assets and complementary technologies both in Israel and internationally. The Company's structure often enables us to benefit from synergy with our overall capabilities while at the same time allowing us to focus on local requirements.

We continue our efforts to pursue acquisition and investment opportunities that meet our strategic goals and acquisition criteria in key markets. We regularly evaluate our mergers and acquisitions strategy to optimize our portfolio. In addition, we continue to evaluate our portfolio of solutions and assets and from time to time pursue divestiture of businesses that are not considered to be core to our strategy.

Property, Plants and Equipment

Facilities Owned or Leased by the Company (square feet)

	Israel[(1)]	U.S.[(2)]	Other Countries[(3)]
Owned	1,619,433	771,145	881,916
Leased	7,658,727	910,025	713,418

(1) Includes offices, development and engineering facilities, manufacturing facilities, maintenance facilities, hangar facilities and landing strips in various locations in Israel.

(2) Includes mainly offices, development and engineering facilities, manufacturing facilities and maintenance facilities of Elbit Systems of America, primarily in Texas, New Hampshire, South Carolina, Florida, Alabama and Virginia. The facilities in New Hampshire, Florida and Alabama are located on owned land totaling approximately 109 acres. Universal Avionics Systems Corporation's facilities are located in Arizona, Washington and Georgia, of which 166,000 square feet are owned and 83,000 square feet are leased.

(3) Includes offices, design and engineering facilities and manufacturing facilities in Europe, Latin America, Canada and Asia-Pacific.

Recent Investment in Facilities. Over the last two years the average annual net investment in our facilities, including land and buildings, equipment, machinery and vehicles, amounted to approximately $200 million. We believe that our current facilities, the vast majority of which are utilized, are adequate for our operations as now conducted.

The Company is in the process of completing the construction of a new munitions production site in Ramat Beka in southern Israel at a scale of approximately 860,000 square feet. Initial production in the site has commenced and is expected to gradually increase during 2025 and thereafter. In accordance with our understandings with the Israel Land Authority, the Company's evacuation of its Ramat Ha'Sharon facility in Israel is currently postponed to the end of 2026.

For further information see "Manufacturing" below and Item 18. Financial Statements – Notes 10 and 21G.

Governmental Regulation

Government Contracting Regulations. We operate under laws, regulations, administrative rules and other legal requirements governing defense and other government contracts, mainly in Israel and the United States. Some of these legal requirements carry major penalty provisions for non-compliance, including disqualification from participating in future contracts. In addition, our participation in governmental procurement processes in Israel, the United States and other countries is subject to specific regulations governing the conduct of procuring defense and homeland security contracts, including rigorous requirements in the area of cybersecurity, information assurance and supply chain assurance.

Israeli Export Regulations. Israel's defense export policy regulates the sale of a number of our systems and products, as well as certain technologies and services. Current Israeli policy encourages exports to approved customers of defense systems and products such as ours, as long as the exports are consistent with Israeli government policy. Subject to certain exemptions, a license is required to initiate marketing activities. We also must receive a specific export license for defense-related hardware, software and technology exported from Israel. Israeli law also regulates export of "dual use" items (items that are typically sold in the commercial market but that also may be used in the defense market). In 2024, more than 71% of our revenue was derived from exports which were subject to Israeli export regulations.

U.S. and Other Export Regulations. Elbit Systems of America's export of defense and dual use products, as well as defense-related technical data and defense services to Israel and other countries, is subject to applicable authorizations of the U.S. government, typically under the U.S. International Traffic in Arms Regulations (ITAR) and the U.S. Export Administration Regulations (EAR). Such authorizations may be in the form of export and import licenses, as well as technical assistance agreements (TAAs) or manufacturing license agreements (MLAs) for transfers of technical data and performance of defense services. These requirements also apply to any other U.S. entities who export defense products or defense-related services and technology to our Israeli and other non-U.S. entities, in order to perform work for U.S. programs or to work with U.S. contractors in third countries. Employment by our U.S. affiliated companies of Israeli nationals assigned to work in defense-related technical areas is also subject to licensing requirements. Applications for export authorizations require disclosure of information regarding the intended sales and users of the applicable hardware, software or technology. The U.S. government may deny an export authorization if it determines that a transaction is counter to U.S. policy or national security. Our business is also affected by other governments' export regulations, including with respect to end user restrictions of our suppliers' governments.

Regulation of Israeli Defense Entities. The Israeli Defense Entities Law establishes conditions for the approval of an acquisition or transfer of "means of control" of an entity that is determined to be an Israeli "defense entity" under the terms of the law. Designation as a "defense entity" occurs through an order to be issued jointly by the Israeli Prime Minister, Defense Minister and Minister of Economy. No such order for Elbit Systems has been issued as of the date of this annual report. However, in 2021, the IMOD initiated a process under which it intends for the Israeli government to finalize and issue an order that would designate Elbit Systems and most of our Israeli subsidiaries as "defense entities" under the Israeli Defense Entities Law.

Orders to be issued under the Israeli Defense Entities Law may establish various conditions and restrictions. It is anticipated that Israeli government approval will be required for acquisition of a specific percentage of shares or voting rights in Elbit Systems that would constitute "means of control" under the law. "Means of control" for this purpose could include, for example, the right to vote a specified percentage of shares at a shareholders' meeting or to appoint a director. Orders relating to "defense entities", including the order that is expected to be issued with respect to the Company, are also anticipated to, among other matters: (1) impose restrictions on the ability of Israeli or non-Israeli resident citizens to hold means of control or to be able to "substantially influence" such "defense entities"; (2) require that senior officers of "defense entities" have appropriate Israeli security clearances; (3) require that a defense entity's headquarters be in Israel; (4) subject a defense entity's entering into certain joint ventures and mergers and transferring certain technology or means of manufacturing, to the approval of the IMOD; and (5) require "defense entities" to maintain certain essential production lines and development capacities in Israel.

Since the IMOD initiated the process mentioned above, discussions have taken place between Elbit Systems and the IMOD regarding the terms, scope and contents of the order. Additional discussions took place in 2024 and 2025. The Company is not in a position to evaluate if or when the order will be approved and become effective. Such order, if and when issued, will be published and available to the public in a manner like that of Israeli legislation. In parallel to the finalization of the order, the Israeli government is anticipated to issue a control and acquisition permit to the existing controlling shareholders of the Company.

As a condition to our acquisition of IMI in 2018, the Israeli government issued an order that requires Israeli government approval in the event of a sale of a controlling interest in IMI.

Under separate regulations, Elbit Systems and our major Israeli subsidiaries have been designated as "defense companies" by the Defense Minister with respect to Israeli law governing various other aspects of defense security arrangements.

Approval of U.S. and Other Defense Acquisitions. Many countries in addition to Israel require governmental approval of acquisitions of local defense companies or assets by foreign entities. Mergers and acquisitions of defense-related and other potentially sensitive businesses in the U.S. are subject to the Foreign Investment Risk Review Modernization Act of 2018 (FIRRMA). Under FIRRMA, our acquisitions of defense-related and other potentially sensitive businesses in the U.S. require review, and in some cases approval, by the Committee on Foreign Investment in the United States (CFIUS). CFIUS has the authority to impose additional restrictions through National Security Agreements (NSA) as part of its review and approval of the acquisitions. Elbit Systems of America is subject to several NSAs.

"Buy American" Laws. The U.S. "Buy American" laws impose price differentials or prohibitions on procurement of products purchased under U.S. government programs. The price differentials or prohibitions apply to products that are not made in the United States or that do not contain U.S. components making up at least 60% of the total cost of all components in the product. However, a Memorandum of Agreement between the United States and Israeli governments qualifies Israeli products as "U.S. content" for the purposes of the Buy American laws for specified products, including most of the products currently sold in the United States by Elbit Systems and our Israeli subsidiaries.

Foreign Military Financing (FMF). Elbit Systems of America participates in United States FMF programs. These programs require countries, including Israel, receiving military aid from the United States, to use the funds to purchase products containing mainly U.S. origin components. In most cases, subcontracting under FMF contracts to non-U.S. entities is not permitted. As a consequence, Elbit Systems of America generally either performs FMF contracts itself or subcontracts with U.S. suppliers. The U.S. government may authorize the IMOD to utilize a portion of the FMF budget under the United States Subcontracting Procurement (USSP) channel. In such cases, companies such as Elbit Systems or our Israeli subsidiaries, who are acting as the Israeli prime contractor to the IMOD under the NIS-funded portion of an IMOD program, are authorized to negotiate and enter into a subcontract directly with a U.S. supplier. However, payment of the funds under a USSP channel subcontract is administered by the IMOD Purchasing Mission to the U.S. The scope of such USSP channel authorization has increasingly required that the funds be used in U.S. dollars. We believe our U.S. subsidiaries, which are U.S. operating companies, are well positioned to engage in U.S. dollar-funded FMF programs. Elbit Systems of America also participates in U.S. Foreign Military Sales (FMS) programs.

Procurement Regulations. Solicitations for procurement by governmental purchasing agencies in Israel, the United States and other countries are governed by laws, regulations and procedures such as those relating to procurement integrity, including due diligence, avoiding conflicts of interest and corruption, and meeting information assurance and cyber-security requirements. Such regulations also include provisions relating to the avoidance of human trafficking and counterfeit parts in the supply chain. In view of the ongoing conflict between Russia and Ukraine, various countries and organizations have adopted specific sanctions and regulations to restrict, among other things, the use of certain goods and technologies originating from Russia. Similarly, the United Stated has adopted specific regulations to restrict, among other things, the procurement of goods or services from specific Chinese entities. Such regulations may apply to us, as well as our supply chain.

Anti-Bribery/Corruption Regulations. We conduct operations in a number of markets that are considered high risk from an anti-bribery/anti-corruption compliance perspective. Laws and regulations such as the Israel Penal Code, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and corresponding legislation in other countries, prohibit providing personal benefits or bribes to government officials in connection with the governmental procurement process. Israeli defense exporters, such as Elbit Systems, are required to maintain and follow an anti-bribery/corruption compliance program.

Cybersecurity and Data Privacy Regulations. Certain data relating to our employees and third parties including among others, customers and suppliers that we receive and maintain is subject to data privacy regulations, including those of the European Union (the General Data Protection Regulation), the U.S. (including U.S. state laws) and Israel. In recent years, there has also been an increased focus on cybersecurity, including related to personal privacy, cybersecurity and data protection. We are required to comply with evolving and increasingly complex cybersecurity regulations and guidelines in the Europe, the U.S., Israel and elsewhere with respect to reporting and public disclosure of adverse events and additional requirements for avoiding or responding to such events.

In August 2024, the Israeli Knesset amended the Privacy Protection Law, 5741 – 1981 (the Privacy Protection Law), aiming to address challenges related, among others, to the protection of personal information in databases. The amendment provides additional enforcement measures to the Israeli Privacy Protection Authority and requires certain defense companies to appoint an internal supervisor to oversee and monitor the implementation of the Privacy Protection Law within the organization and provide annual and ongoing reporting to both management and the head of the Israeli privacy protection authority.

Audit Regulations. The IMOD audits our books and records relating to its contracts with us. Our books and records and other aspects of projects related to U.S. defense contracts are subject to audit by U.S. government audit agencies. Such audits review compliance with government contracting cost accounting and other applicable standards. If discrepancies are found this could result in a downward adjustment of the applicable contract's price as well as imposition of potential penalties. Some other customers have similar audit rights under specific regulations or contract provisions.

Competition Laws. Competition laws and regulations in Israel, the United States and other countries often require governmental approvals for transactions that are considered to limit competition. Such transactions may include the formation of joint venture entities, cooperative agreements for specific programs or areas, as well as mergers and acquisitions.

Munitions Regulations. Sales of certain types of munitions we produce are subject to various domestic laws and international conventions.

Civil Aviation Regulations. Several of the products sold by Company entities for commercial aviation applications are subject to flight safety and airworthiness standards of the U.S. Federal Aviation Administration (FAA) and similar civil aviation authorities in Israel, Europe and other countries.

Food and Drug Administration Regulations. Medical products designed and manufactured by Elbit Systems of America's Medical Instruments – KMC Systems business unit are subject to U.S. Food and Drug Administration (FDA) regulations.

Environmental, Health and Safety Regulations. We are subject to a variety of environmental, health and safety laws and regulations in the jurisdictions in which we have operations. This includes regulations relating to air, water and ground contamination, hazardous waste disposal and other areas with a potential environmental, health or safety impact.

In January 2023, the European Commission's Corporate Sustainability Reporting Directive (CSRD) came into force, which requires in-scope companies, among other things, to prepare sustainability reports including certain mandatory and voluntary disclosures on impacts, risks and opportunities in relation to certain sustainability matters. The CSRD is currently applicable with respect to certain European subsidiaries of the Company and may apply in the future to additional subsidiaries. On March 6, 2024, SEC rules on climate-related disclosure were adopted, which would subject us to potentially burdensome and costly emissions and other data gathering and reporting requirements. Approximately a month later, the SEC stayed implementation of these rules pending resolution of the various legal challenges that have been consolidated and are now pending before the U.S. Eighth Circuit Court of Appeals, though the SEC indicated on February 11, 2025, that it would pause the litigation relating to these rules. Other regulations may be applicable in the future to certain activities and/or subsidiaries of the Company. The Company faces meaningful regulatory risks due to evolving climate change requirements from these and other regulatory authorities, which could result in increased compliance costs, disclosure obligations and potential legal liabilities.

Industrial Participation/Offset

As part of their standard contractual requirements for defense programs, many of our customers include "Industrial Participation" or "offset" provisions. These provisions are typically obligations that require us to make, or to facilitate third parties to make, various specified transactions in the customer's country, such as procurement of defense and commercial products, investment in the local economy, collaborations with academic institutions and transfer of know-how. For further information about Industrial Participation/ offset obligations, see Item 5. Operating and Financial Review and Prospects – Off-Balance Sheet Transactions.

Financing Terms

Types of Financing. There are several types of financing terms applicable to our contracts. In some cases, we receive progress payments related to our progress in performing the contract. Sometimes we receive advances from the customer at the beginning, or during the course, of the project, and sometimes we also receive payments for achieving specific milestones. In some programs we extend credit to the customer, sometimes based on receipt of guarantees or other security. In other situations work is performed before receipt of the payment, which means that we finance all or part of the project's costs for various periods of time. In some cases, we enter into arrangements in which we sell our rights under certain accounts receivables from our contracts with customers, on a non-recourse basis, to advance payments on their account. See Item 18. Financial Statements – Notes 2AA and 2AD(2).

Financing arrangements may extend beyond the term of the contract's performance. When we believe it is necessary, we seek to protect all or part of our financial exposure by letters of credit, insurance or other measures, although such measures are not readily available in some cases or may not fully cover our risk. In some cases, third parties, such as banks that provide financing to our customers in connection with our programs, have certain types of recourse to us in the event of a default in payment by our customers under their obligations to the financing banks.

Advance Payment Guarantees. When we receive advances prior to incurring contract costs or making deliveries, the customer frequently requires guarantees against advances paid. These guarantees are issued either by financial institutions or insurance companies, or by us. We have received substantial advances from customers under some of our contracts. In certain circumstances, such as if a contract is canceled for default and there have been advance or progress payments made, we may be required to return such payments to the customer as provided in the specific guarantee. As part of the guarantees we provide to receive advance or progress payments, some of our customers require us to transfer to them title in inventory acquired with such payments. See Item 5. Operating and Financial Review and Prospects – General – Long-Term Arrangements and Commitments – Bank and Other Financial Institution Guarantees.

Performance Guarantees. A number of projects require us to provide performance or product (warranty) guarantees in an amount equal to a percentage of the contract price. In certain cases we also provide guarantees related to our performance of Industrial Participation/ offset obligations. Some of our contracts contain clauses that impose penalties on us or reduce the amount payable to us if there is a delay or failure in performing in accordance with the contract or the completion of a phase of work, including in some cases during the warranty period. These types of guarantees may remain in effect for a period of time after completion of deliveries under the contract. Such guarantees are customary in defense transactions, and we provide them in the normal course of our business. See Item 5. Operating and Financial Review and Prospects – General – Long-Term Arrangements and Commitments – Bank and Other Financial Institution Guarantees.

Intellectual Property

Patents, Trademarks and Trade Secrets. We own hundreds of active patent families including patents and applications registered or filed in Israel, the United States, the European Patent Office and other jurisdictions. We also hold dozens of living trademark families relating to specific products. A significant part of our intellectual property assets relates to unique applications of advanced software-based technologies. Some of these applications are protected by patents, and others are considered as our trade secrets and proprietary information. We take a number of measures to safeguard our intellectual property against infringement as well as to avoid infringement of other parties' intellectual property. For risks related to our intellectual property see Item 3. Key Information – Risk Factors – Risks Related to Legal and Regulatory Requirements.

Governmental Customers' Rights in Data. The IMOD usually retains specific rights to technologies and inventions resulting from our performance under contracts for end use by the IMOD or the IDF. This generally includes the right to disclose the information to third parties, including other defense contractors that may be our competitors. When the IMOD funds research and development, it usually acquires rights in the data developed under such funding. We often may retain a non-exclusive license for such inventions. The Israeli government usually is entitled to receive royalties on export sales resulting from government financed development. However, if only our product is purchased without development effort, we normally retain the principal rights to the technology. Sales of our products to the U.S. government and some other customers are subject to similar conditions. Subject to applicable law, regulations and contract requirements, we strive to maintain our intellectual property rights and provide customers with the right to use the technology only for the specific project under contract.

Licensing. There are relatively few cases where we manufacture under license. Such licensing typically applies to the use of technologies that are the result of collaboration with academic institutions or where we are manufacturing another company's product in accordance with that company's specifications. In such cases, the licensor typically is entitled to royalties or other types of compensation. In some cases where we have acquired business lines we obtain a royalty-free license to use the applicable technology for specified applications. We also obtain licenses to use software tools in our engineering and development activities and utilize open source software licenses in projects where such use is appropriate. Occasionally, we license parts of our intellectual property to customers or business partners as part of the requirements of a particular contract. We also sometimes license technology to other companies for specific purposes or markets, such as the right to manufacture certain components of our products or the right to use certain of our intellectual property relating to the operation and adaptation of our training and simulation systems. Due to the growing trend of a number of governments requiring us to work with their local industries, such licensing has become more prevalent.

Research and Development

We invest in research and development (R&D) according to a long-term plan based on estimated market needs. Our R&D efforts focus on anticipating operational needs of our customers, achieving reduced time to market and increasing affordability. We emphasize improving existing systems and products and developing new ones using emerging or existing technologies, including an increasing use of open source software and AI.

Our R&D projects relate to defense, homeland security and commercial applications. We perform R&D projects to produce new systems for the IMOD and other customers, sometimes in collaboration with our business partners. These projects give us the opportunity to develop and test emerging technologies. We develop tools for fast prototyping for both the design and development process. Fast prototyping permits the operational team members to effectively specify requirements and to automatically transfer them into software code. We also are engaged in long-term investments in science and technology infrastructure and building blocks, often in collaboration with academic bodies. We employ thousands of software, hardware and systems engineers. In addition, most of our program and business line managers have engineering backgrounds. About half of our total workforce is engaged in technology-related functions, including research, development and engineering.

Our companies in Israel have collectively been awarded the Israel Defense Prize 35 times, recognizing extraordinary contributions to defense technological innovations. In 2024, the Company was awarded the Israel Defense Prize for three separate innovative defense technological systems: our Citron Tree and Golden Almond Battle Management Centers (BMC) in the David's Sling Air Defense System; our role in producing technology for the IDF's Namer Heavy Armored Personnel Carrier (APC); and for a classified intelligence project. All three projects were performed in collaboration with the IMOD.

Our customers, the Israel Innovation Authority in the Ministry of Economy and Industry (formerly the Office of Chief Scientist) and other R&D granting authorities sometimes participate in our R&D funding for our Israeli-based companies. Some of our subsidiaries outside of Israel receive funding of certain of their R&D activities from their respective governments or customers. We also invest our own funds in research and development activities. This investment is in accordance with our strategy and plan of operations. The table below shows amounts we invested in R&D activities for the years ended December 31, 2022, 2023 and 2024.

(U.S. dollars in millions)	**2022**	**2023**	**2024**
Total Investment	$ 501.8	$ 502.6	$ 544.1
Less Participation*	(66.1)	(78.2)	(77.7)
Net Investment	$ 435.7	$ 424.4	$ 466.4

*See above "Intellectual Property – Governmental Customers' Rights in Data" and see below – "Conditions in Israel – Israel Innovation Authority and Investment Center Funding".

Manufacturing

We manufacture and assemble our systems and products at our operational facilities in Israel, the U.S., Europe, Brazil and Australia, and at the facilities of certain of our subsidiaries in other countries. These facilities contain warehouses, electronic and other manufacturing areas, mechanical workshops, final assembly and test stations with test equipment. We also have supporting infrastructure including fully automated surface mount technology lines, robots and clean rooms for electro-optic components, solid state components integration, environmental testing and final testing, including space simulation and thermal chambers. We also have computerized logistics systems for managing manufacturing and material supply. We are in an advanced stage of deployment and assimilation of a new manufacturing execution system that will integrate with our ERP system across our manufacturing plants, enhancing optimization, controlled decision making and Industrial Internet of Things implementation. A number of our manufacturing activities are provided on a shared services basis by several of our in-house centers of excellence.

As part of our global Environmental, Social and Governance (ESG) strategy, we pursue environmentally friendly manufacturing activities and conduct ongoing measurements to reduce electricity, water and fuel consumption. We invest in technological solutions in our manufacturing processes that support environmental protection, such as the type of energy utilization and choice of components and materials.

We also manufacture and assemble composite materials, metal parts and machinery. One of our Israeli subsidiaries has a high technology semiconductor manufacturing facility where it performs electronic integration and assembly of thermal imaging detectors and laser diodes. We also manufacture and repair test equipment.

We manufacture commercial avionics and aircraft components, as well as perform maintenance, repair and overhaul at our U.S. FAA-registered facilities in the U.S., Europe and Israel. We also manufacture medical equipment at U.S. FDA-registered facilities in the U.S.

As part of our efforts to protect our employees while maintaining business continuity during the "Swords of Iron" war, we have relocated some of our production lines from facilities in areas of the country that have been evacuated to other facilities. Most relocated production lines have returned to their original locations.

Seasonality

Although revenues may sometimes increase towards the end of a fiscal year, no material portion of the Company's business is considered to be seasonal. The timing of revenue recognition is based on several factors. See Item 5. Operating and Financial Review and Prospects – General – Critical Accounting Policies and Estimates – Revenue Recognition.

Supply Chain

We conduct supply chain activities that consist of procurement, logistics and planning at most of our operational facilities. On a global company level, we use a "hybrid" operating model that combines various global procurement management, logistics and planning. By using this model, we strive to leverage economies of scale, develop centers of excellence and reduce supply chain cycle times and risks. The raw materials we use are generally available from a range of suppliers internationally. We generally do not depend on single sources of supply, however, in some projects, specific subcontractors are designated by the customer (sometimes with specific requirements for localization). In some cases our sources of supply are limited due to restrictions that we, the Israeli government, the U.S. government or others impose.

We use supplier performance and risk management tools and other methodologies to monitor suppliers' on-time delivery and quality and encourage them to continuously improve their performance and reduce supply chain risks. We require our suppliers to adhere to our Supplier Code of Conduct and to comply with a range of procurement compliance standards, including those relating to the avoidance of human trafficking, anti-bribery, certain sanction requirements, counterfeit parts and conflict minerals. Our production strategy is usually "Make To Order" (MTO), where materials and products are purchased and manufactured following receipt of a customer purchase order.

As a result of the Covid-19 pandemic, the conflict between Russia and Ukraine and the increased tension in the Middle East related to the "Swords of Iron" war, there has been greater market volatility in recent years than in the past with respect to the costs of transportation to and from the region, the availability of which has become much more limited (due to factors such as attacks on shipping in the Red Sea), and the costs of some of the raw materials and components that we utilize (such as materials required to produce explosives and electronic components), as well as certain market shortages and limitations (including in some cases limitations on export to Israel) and delays in supply. With respect to certain materials our dependency on single sources of supply has increased. In some cases, we have increased our inventories in order to partially offset these supply chain disruptions, support the growing demand of the IMOD and maintain deliveries to our customers.

Customer Satisfaction and Quality Assurance

We invest in continuous improvement of processes, with emphasis on deficiency mitigation, aiming to achieve customer satisfaction throughout all stages of our operations. This includes development, design, integration, manufacturing and services for software and hardware, for the range of our systems and products. We measure our customers' satisfaction and feedback annually, using unified questionnaires. Our quality teams are involved in assuring compliance with processes and administrating quality plans. These activities begin at the pre-contract stage and continue through the customer's acceptance of the product or services.

We also use project management methods such as Kaizen and Lean. We evaluate such processes on a regular basis. Our processes are based on various engineering planning and developing tools. This infrastructure, together with recognized management methodologies and applications, assists us in our efforts to provide high quality and on-time implementation of projects. We have deployed an advanced ERP system in order to consolidate uniform best practices for quality and operations across the organization in one unified ecosystem across the Company. As part of the ERP ecosystem, we are in the process of deploying a new Manufacturing Operations Management (MOM) system, which is an advanced Manufacturing Execution System (MES), to enhance our production efficiency and "Industry 4.0" processes. In this framework, we deployed digital transformation methodologies, introduced AI tools and integrated advanced analytics in our production lines. We also maintain applicable certifications for our information technology systems.

All Israeli operational sites are certified for one or more of the following: ISO-9001, ISO-90003 for software, AS9100 (certified for revision D and compliant to AQAP requirements), AS9115 for software, ISO-14001, ISO-45001, FAA Part 145 and European Aviation Safety Agency (EASA) Part 145 for maintaining civil products, Part 21 G for production of civil products and EMAR NLD-MAR-21 for production of military aviation products. All of our operational sites in Israel are also certified for ISO-27001 (Information Security Management System), ISO-27032 and ISO-27035 for cyber security, ISO/IEC 27018:2019 (Information technology Security techniques Code of practice for protection of personally identifiable information (PII) in public clouds acting as PII processors) and ISO/IEC 27017:2015 (Information technology Security techniques Code of practice for information security controls based on ISO/IEC 27002 for cloud services). Representatives of our customers generally test our products before acceptance. A number of our customers have authorized us to conduct acceptance testing of our products on their behalf.

Quality certifications applicable to defense products of Elbit Systems of America's operating units include certifications for CMMI Level 3 of the SEI, ISO-9001, AS9100 (certified for revision D) and compliance with NATO AQAP requirements. In the area of commercial aviation Elbit Systems of America's operating units hold AS9110 (certified to rev. C) for Aviation Maintenance Organizations and NLD-MAR-145, EASA-145 certification as well as a variety of FAA Supplemental Type Certifications (STCs) including FAA Part 145 approved repair stations. In the medical equipment area, Elbit Systems of America is certified for ISO-13485:2016, registered with the FDA as a GMP manufacturer and is FDA-compliant with Quality Systems Regulations 21 CFR Parts 820, 803 and 806.

Service and Warranty

We instruct our customers on the proper maintenance of our systems and products. In addition, we often offer training and provide equipment to assist our customers in performing their own maintenance. When required, support may be provided by a local support team or by specialists sent from our facilities. We also provide performance-based logistics services and operation of flight school fleets. We are implementing an advanced Customer Relations Management (CRM) system in order to enhance our after-sales support services.

We generally offer a warranty of up to two years for our systems and products following delivery to, or installation by, the customer. In some cases we offer longer warranty periods. We accrue warranty obligations specifically determined for each project based on our experience and engineering estimates. These accruals are intended to cover post-delivery functionality and operating issues for which we are responsible under the applicable contract.

Marketing and Sales

We seek to identify the individual needs of our customers throughout the world. We then focus our research and development activities on systems designed to provide tailored solutions to those needs. We often provide demonstrations of prototypes and existing systems to potential customers.

We market our systems and products either as a prime contractor or as a subcontractor to various governments and companies worldwide. In Israel, we sell our military systems and products mainly to the IMOD. A number of marketing related support services are provided on a central shared services basis to various units in the Company. The marketing of our systems, products and services in other parts of the world is supported by subsidiaries, joint ventures and representatives.

In the U.S., Elbit Systems of America generally leads our sales and marketing activities from its facilities throughout the U.S. Elbit Systems of America operates under a Special Security Agreement, and a subsidiary of Elbit Systems of America (Sparton DeLeon Springs) operates under a Proxy Agreement, both of which allow Elbit Systems of America and its subsidiaries to work on certain classified U.S. government programs. See above "Subsidiary Organizational Structure – Elbit Systems of America" Our subsidiaries in other countries typically lead the marketing activities in their home countries, often assisted by marketing and business development personnel based in Israel.

Over the past several years, we have entered into cooperation agreements with defense contractors, platform manufacturers and other companies in Israel, the United States, Europe, Latin America, Asia-Pacific and certain other markets. These agreements provide for joint participation in marketing and performance of a range of projects around the world. In other situations, we actively pursue business opportunities as either a prime contractor or a subcontractor, usually together with local companies. We often enter into cooperation agreements with other companies for such opportunities.

Competition

We operate in a competitive environment for most of our projects, systems and products. Competition is based on product and program performance, price, reputation, reliability, life cycle costs, overall value to the customer, responsiveness to customer requirements and the ability to respond to rapid changes in technology. In addition, our competitive position sometimes is affected by specific requirements in particular markets.

Continuing partnership and collaboration in the defense industry has affected competition. In addition, many major prime contractors are increasing their in-house capabilities. These factors have sometimes decreased the number but increased the relative size and resources of our competitors in the defense industry. We adapt to market conditions by adjusting our business strategy to changing market conditions.

Competitors in the sale of some of our products to the government of Israel include Israel Aerospace Industries and Rafael Advanced Defense Systems among others. Outside of Israel, we compete in a number of areas with major international defense and homeland security contractors principally from the United States, Europe and Israel. Our main competitors include divisions and subsidiaries of Northrop Grumman, Raytheon, General Dynamics, BAE Systems, L3Harris, Thales, Airbus, Leonardo, Saab, Textron, Teledyne Technologies, Boeing, Lockheed Martin, AeroVironment, Rohde & Schwarz, Rheinmetall, Kongsberg, Safran, Hensoldt, CMC, CAE, Aselsan, Bharat Electronics, Cubic, Cognyte, Baykar, Turkish Aircraft Industries, Hanwha, LIG Next1 and Poongsan. We also compete with companies that are active in the deep-tech / defense-tech field, such as Anduril Industries, Palantir Technologies, Shield AI and Helsing. Many of these competitors have greater financial, marketing and other resources than we do. We also compete in the worldwide defense and homeland security markets with numerous smaller companies. In certain cases, we also engage in strategic cooperative activities and in specific projects with some of our competitors, such as original equipment manufacturers (OEMs) in the U.S. and Europe.

Overall, we believe we are able to compete on the basis of our systems development and technological expertise, our systems' operationally-proven performance and our policy of offering customers overall solutions to technological, operational and financial needs.

Major Customers

Our revenues from individual customers can sometimes account for more than 10% of our revenues in a specific year. Our only such customers during the last three years were the IMOD, which accounted for 17% of our revenues in 2022, 16% in 2023 and 25% in 2024, and the U.S. government, which accounted for 19% of our revenues in 2022, 17% in 2023 and 15% in 2024.

Environmental, Social and Governance (ESG) Practices

Policy. We place importance on our ESG practices, including environmental, health and safety (EHS); corporate governance, ethics and anti-corruption; fair labor practices and human rights; supply chain compliance; and social responsibility to the communities in which we live and work. This is consistent with our policy of emphasizing responsible and ethical business practices. Our ESG policies are overseen by our board of directors (Board) and managed by our senior management. We establish multi-year ESG-related goals. Our ESG activities support our involvement as active members in leading sustainability and ethics organizations. We published a comprehensive ESG Report for 2023, which is available on our website, detailing our main ESG-related activities, including our progress towards achieving ESG-related goals.

Environmental, Health and Safety Compliance. As part of our overall ESG policies, we are committed to leading environmental, health and safety standards in all aspects of our operations. This includes all regulatory requirements as well as compliance with ISO-14001 and ISO-45001 standards. We also conduct a number of measures on an ongoing basis to promote environmentally friendly operational practices and address climate change goals, including measures to reduce electricity, fuel and water consumption, to increase recycling and to incorporate environmental protection measures in our manufacturing processes (see "Manufacturing" above). We are also engaged in various business and operational activities related to the environment. For example, in 2024 we implemented measures in several locations as part of our climate change adaption efforts, such as increases in renewable energy production and purchase, energy storage solutions, a low carbon vehicle fleet usage and production based on the use of natural gas.

We utilize a global EHS management system and internal audits and surveys to address risk analysis, regulatory compliance and policy updates. EHS risks are an integral part of our risk management processes. We periodically review and assess our compliance with applicable EHS regulations and our internal policies, address gaps and establish corresponding action plans. In 2024, we participated in the Carbon Disclosure Project for the fifth time and published for the fifth time an EHS report summarizing key elements of our compliance activities, which is available on our website. There are no material environmental issues that prevent the Company from using our facilities or materially affect our ongoing activities.

Corporate Governance, Ethics and Anti-Corruption. We conduct our business activities and develop Company policies based on a firm commitment to ethical practices and corporate governance best practices. Our Board complies with leading corporate governance practices as set forth in Board committee charters published on our website. We also have a dedicated process for risk management that is coordinated with our Board.

In addition to our Code of Business Conduct and Ethics (see Item 16B. – Code of Ethics) and compliance with applicable laws and regulations, we have an active Company-wide ethics compliance program, incorporating a range of policies and procedures. This includes the anti-bribery/corruption area where we have a policy of zero tolerance for corruption. Our anti-bribery/corruption compliance program also includes a number of elements, including whistleblower and investigation processes, contractual requirements, due diligence, ongoing organization-wide as well as function-focused training, record keeping and enforcement. We also expect our supply chain and Industrial Participation/ offset transactions to follow ethical practices (see "Supply Chain Compliance" below). Our Code of Business Conduct and Ethics, Whistleblower and Investigations Procedure, Anti-Bribery and Corruption Compliance Policy, Business Entertainment and Gifts Policy and Supplier Code of Conduct are published on our website. We are also active in a number of international organizations relating to ethics and compliance.

Fair Labor Practices and Human Rights. Our ESG policies address fairness and transparency in our workforce, and we promote and implement fair labor practices and employee human rights throughout our organization. Our Human Rights Statement, which was adopted by our Board, is published on our website. We respect data privacy relating to our employees. We act to prevent sexual harassment and workplace bullying. We have also implemented non-discriminatory hiring and promotion practices and promote inclusion in our workforce. In addition, we promote transparency with our employees regarding our labor and management practices. As part of the implementation of Israel's Equal Pay for Female and Male Employees Law, we conduct an evaluation regarding possible gender pay gaps among our employees according to the criteria specified by the law, and publish the results on our website. We also provide certain information to our employees, as required under the law.

Compliance with the Convention on Cluster Munitions. All of our activities in the area of munitions, including those of IMI, are in compliance with the international Convention on Cluster Munitions that entered into force in August 2010.

Supply Chain Compliance. Our policy is to follow leading ESG practices in relation to our supply chain. Our suppliers are required to commit to our Supplier Code of Conduct, which is published on our website and addresses supply chain compliance issues such as fair labor practices, combating human trafficking, ethics and anti-corruption, avoidance of conflicts of interests, adherence to sanction requirements, restrictions on the use of conflict minerals, cyber security and prevention of counterfeit parts. Our suppliers are also subject to our due diligence procedures. Our Supplier Code of Conduct provides a whistleblower mechanism for current and potential members of our supply chain. Our Industrial Participation/ offset activities also are conducted in accordance with our supply chain compliance policies and procedures.

Community-Related Activities. Our ESG policy encourages volunteerism by our Company entities and employees, many of whom donate their time and efforts in the support of members of our communities who are in need. In this regard, we strive to give priority to initiatives that promote educational advancement in less developed communities, particularly in the technology sectors. We also focus on initiatives that encourage greater numbers of women to engage in engineering-related careers. We promote numerous other community support activities, including involvement on a national level in major charitable organizations in Israel and the U.S.

Conditions in Israel

"Swords of Iron" war. On October 7, 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of brutal attacks on civilian and military targets. Hamas and soon thereafter Hezbollah, operating from Lebanon, launched extensive rocket attacks on the Israeli population and industrial centers, including areas in which some of the Company's facilities and employees were located. Following the October 7 attacks, the State of Israel declared a state of war, which it called "Swords of Iron", commencing a military campaign in Gaza and, at a later stage, in Lebanon. Israel was also subject to missile and drone attacks by Iran and other terrorist organizations on different fronts, including the Houthi movement from Yemen and rebel militia groups in Syria. These attacks prompted military responses by Israel. In addition, the Houthi movement launched attacks on shipping in the Red Sea, resulting in widespread rerouting of cargo ships and some shipping companies ceasing shipments to Israel. The current situation is complex, with a temporary ceasefire agreed to between Israel and Lebanon at the end of November 2024 and a separate temporary ceasefire declared with Hamas in January 2025. As of March 17, 2025, the results of both ceasefires are uncertain.

Since the commencement of the war, Elbit Systems has experienced a material increased demand for its products and solutions from the IMOD compared to the demand levels prior to the war. The Company has also increased its support to the IMOD, mainly through deliveries of its various systems and the dedicated efforts of its employees. At the same time, the Company and its subsidiaries around the world continued to conduct their business in international markets. During 2024, the Company was awarded contracts by the IMOD totaling over $5 billion. Subject to further developments, which are difficult to predict, the IMOD's increased demand for the Company's products and solutions may continue and could generate material additional orders to the Company.

While the vast majority of the Company's facilities in Israel continue to operate uninterrupted, some of the Company's operations have experienced disruptions due to supply chain and operational constraints, including among others due to the temporary evacuation of employees working at facilities subject to missile attack, significant employee call up for reserve duty, increase in transportation costs and delays due to factors such as the Houthi movement attacks on shipping in the Red Sea, material and component shortages, limitations imposed by some countries on exports to Israel and attacks on some of the Company's global facilities by anti-Israeli organizations.

Elbit Systems has taken a number of steps to protect the safety and security of its employees in Israel and abroad, support increased production, mitigate existing and potential supply chain disruptions and maintain business continuity, including the relocation of certain production lines from facilities in evacuated areas to alternative facilities, recruitment of additional employees, increased monitoring of global supply chains to identify delays, shortages and bottlenecks, rescheduling deliveries to certain customers as necessary and increased inventories. As of March 6, 2025, most relocated production lines have returned to their original locations, most employees evacuated from facilities subject to attacks have returned to their original locations and the percentage of employees called up for reserve duty has declined from previous periods to approximately 4%. This rate could fluctuate depending on future developments.

The extent of the effects of the war on the Company's performance will depend on future developments that are difficult to predict at this time, including its duration and scope. We continue to monitor the situation closely.

Trade Agreements. Israel is a member of the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development and the International Finance Corporation. Israel is also a party to the General Agreement on Tariffs and Trade, which provides for reciprocal lowering of trade barriers among its members. In addition, Israel has been granted preferences under the Generalized System of Preferences from several countries. These preferences allow Israel to export products covered by such programs either duty-free or with reduced tariff rates.

Israel Innovation Authority and Investment Center Funding. The government of Israel, through the Israel Innovation Authority (IIA) in the Ministry of Economy (formerly the Office of the Chief Scientist) and the Israel Investment Center, encourages research and development projects oriented towards export products and participates in the funding of such projects as well as company investments in manufacturing infrastructure. Our Israeli companies receive IIA funding through various channels, such as transfer of knowledge from an academic institution for a product, bi-lateral product development and innovative product development. Our companies participating in such development of products usually pay the Israeli government a royalty at various rates, and such funding is typically subject to a number of conditions. See Item 5. Operating and Financial Review and Prospects – General – Long-Term Arrangements and Commitments – Government Funding of Development. Separate Israeli government consent is required to transfer to third parties technologies developed through projects in which the government participates in the funding of the development effort. The Israeli Investment Center promotes product exports and increased industrialization of peripheral areas in Israel through investment in industrial infrastructure. The Israeli Investment Center either provides grants for qualified projects or provides tax benefits for qualified industrial investments by Israeli companies.

Israeli Labor Laws. Our employees in Israel are subject to Israeli labor laws. Some employees are also affected by provisions of collective bargaining agreements. These labor laws and collective bargaining agreements concern, inter alia, employment terms (such as working hours, minimum wages, pension and social rights, annual leave, sick leave, parental rights and work related accidents), procedures and conditions for dismissal, employment of temporary or external workforce and other conditions of employment.

Severance Pay. Under Israeli law, our Israeli companies are required to make severance payments to terminated Israeli employees. The severance reserve is calculated based on an employee's last salary and period of employment. A portion of the severance pay and pension obligation is covered by payment of monthly premiums to insurance companies/ policies under approved plans and to pension funds. The deposits presented in the balance sheet include profits accumulated to the balance sheet date. However, Elbit Systems and our Israeli subsidiaries have entered into agreements with some of our employees implementing Section 14 of the Severance Payment Law, relating to the treatment of severance pay. See Item 18. Financial Statements – Note 2Q and 17.

National Insurance Institute. Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute, which is similar to the U.S. Social Security Administration. These amounts also include payments for national health insurance. As of December 31, 2024, the payments to the National Insurance Institute were equal to approximately 19.6% of wages (subject to a cap if an employee's monthly wages exceed a specified amount) with the employee contributing approximately 61.2% and the employer contributing approximately 38.8% of the total amount due.

During the "Swords of Iron" war, some of our employees were mobilized for reserve duty (see above "Swords of Iron" war). As of March 6, 2025, in accordance with the Israeli law in effect, employees on reserve duty continue to be fully paid by the Company, while the National Insurance Institute refunds the Company for their salaries, up to a certain statutory ceiling (which is sometimes lower than the salaries we pay to such employees). Following approval by relevant authorities in some cases and subject to certain conditions, employers will be indemnified for certain additional employment costs related to social benefits of their employees who were called for reserve duty for the period between October 7, 2023 and December 31, 2024, up to a statutory ceiling of 20%. This arrangement has been extended for the year 2025. The Company has incurred, and will likely continue to incur, costs in respect of its employees who are called to reserve duty for which it is not fully indemnified by the government.

Enforcement of Judgments

Israeli courts may enforce U.S. and other foreign jurisdiction final executory judgments for liquidated amounts in civil matters, obtained after due process before a court of competent jurisdiction, provided that, among other things:

- the prevailing law of the foreign state in which the judgment is rendered allows for the enforcement of judgments of Israeli courts;
- adequate service of process has been made and the defendant has had a reasonable opportunity to be heard;
- the judgment and its enforcement are not contrary to the law, public policy, security or sovereignty of the State of Israel;
- the judgment was not obtained by fraud and does not conflict with any other valid judgment in the same matter between the same parties;
- an action between the same parties in the same matter is not pending in any Israeli court at the time the lawsuit is instituted in the foreign court; and
- the judgment is no longer subject to a right of appeal.

Foreign judgments enforced by Israeli courts generally will be payable in Israeli currency. Under existing Israeli law, a foreign judgment payable in foreign currency may be paid in Israeli currency at the foreign currency's exchange rate on the payment date or in foreign currency. Until collection, an Israeli court judgment stated in Israeli currency will ordinarily be linked to the Israeli Consumer Price Index (CPI) plus interest at the annual rate (set by Israeli regulations) in effect at that time. Judgment creditors must bear the risk of unfavorable exchange rates. This summary is not intended to be, and should not be regarded as, legal advice.

Item 4A. Unresolved Staff Comments.

None.

Item 5. Operating and Financial Review and Prospects.

The following discussion and analysis should be read together with our audited consolidated financial statements and notes appearing in Item 18 below.

General

Critical Accounting Policies and Estimates

Our significant accounting policies are described in Item 18. Financial Statements – Note 2.

Our results of operations and financial condition are based on our consolidated financial statements, which are presented in conformity with United States generally accepted accounting principles (U.S. GAAP). The preparation of the consolidated financial statements requires management to select accounting policies, and to make estimates, assumptions and judgments that involve the accounting policies described below that affect the amounts reported in the consolidated financial statements. Significant changes in assumptions and/or conditions and changes in our critical accounting policies could materially impact our operating results and financial condition.

We believe our most critical accounting policies relate to:

- Revenue Recognition;
- Impairment of Long-Lived Assets and Goodwill;
- Income Taxes;
- Post-employment Benefits Liabilities.

Revenue Recognition

We generate revenues primarily from fixed-price long-term contracts involving the design, development, manufacture and integration of defense systems and products. In addition, to a lesser extent, we provide non-defense systems and products as well as support and services for our systems and products.

Revenues from our contracts are principally recognized using the Financial Accounting Standards Board (FASB), Accounting Standards Codification (ASC) 606. We assess contractual arrangements at inception according to the five-step model of ASC 606.

We recognize revenues for each of the identified performance obligations when our customer obtains control of the products or services. The assessment of when the customer obtains control involves significant judgments, including, inter alia, whether there is an alternative use for a product, the contract terms, assessment of the enforceable rights for payments, and technical or contractual constraints. As a practical expedient we may occasionally account for group of performance obligations or contracts collectively, as opposed to individually by using the “portfolio approach” or the “series of distinct goods and services” method. Under the “portfolio approach” practical expedient, the Company may combine individual performance obligations, if the goods or services of the individual performance obligations have similar characteristics and the Company reasonably expects that the effect on the financial statements of applying this guidance would not defer materially from applying the guidance to the individual contracts or performance obligations within that portfolio. In addition, as a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of control is less than one year.

For most of our long-term contracts, where our performance does not create an asset with an alternative use, we recognize revenue over time as we perform because of continuous transfer of control to the customer. This continuous transfer of control to the customer is supported by the governing law or clauses in the contract that typically allow the customer control in the work-in-process as evidenced either by contractual termination clauses or by our rights to payment for work performed to date plus a reasonable profit for products or services that do not have an alternative use to the Company.

For these performance obligations that are satisfied over time, we generally recognize revenue using an input method with revenue amounts being recognized proportionately as costs are incurred relative to the total expected costs to satisfy the performance obligation.

Revenue for performance obligations that are not recognized over time are recognized at the point in time when control transfers to the customer (which is generally when the customer can direct the use of and obtain substantially all of the remaining benefits from the products, generally when the customer obtains control after delivery).

Service revenues include contracts primarily for the provision of supplies and services other than those associated with activities related to the design, development or manufacturing or delivery of products. It may be a standalone service contract or a service performance obligation, which is distinct from a design, development or products delivery contract. Our service contracts include contracts in which the customer simultaneously receives and consumes the benefits provided as the contract is performed. Our service contracts primarily include operation-type contracts, outsourcing-type arrangements, "stand ready" type maintenance contracts, training and similar activities. Revenues from service contracts or performance obligations were less than 10% of total revenues in each of the fiscal years 2024, 2023 and 2022. For additional information see Item 18. Financial Statements – Note 2S.

Impairment of Long-Lived Assets and Goodwill

Our long-lived assets, including identifiable property, plant and equipment and intangible assets, are reviewed for impairment in accordance with ASC 360-10-35, "Property, Plant and Equipment Subsequent Measurement", whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If an asset is determined to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. Fair value of non-financial assets is determined based on market participant assumptions. During the years ended December 31, 2022, December 31, 2023 and December 31, 2024, no material impairment of long-lived assets was identified. See Item 18. Financial Statements – Notes 2O and 2P for additional information.

Goodwill represents the excess of the cost of acquired businesses over the fair values of the assets acquired net of liabilities assumed. Goodwill is not amortized, but is instead tested for impairment at least annually (or more frequently if impairment indicators arise).

We review goodwill for impairment on an annual basis and whenever events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. Such events or circumstances could include significant changes in the business climate of our industry, operating performance indicators, competition or sale or disposal of a portion of a reporting unit. The assessment is performed at the reporting unit level. Our annual testing date for all reporting units is December 31.

Performing the goodwill impairment test requires judgment, including how we define reporting units and determine their fair value. We consider a component of our business to be a reporting unit if it constitutes a business for which discrete financial information is available and management regularly reviews the operating results of that component. We estimate the fair value of each reporting unit using a discounted cash flow methodology that requires significant judgment. Forecasts of future cash flows are based on our best estimate of future sales and operating costs, based primarily on existing backlog, expected future contracts, contracts with suppliers, labor agreements and general market conditions. We prepare cash flow projections for each reporting unit using a five-year forecast of cash flows and a terminal value based on the Perpetuity Growth Model. The five-year forecast and related assumptions are derived from the most recent annual financial forecast for which the planning process commenced in our fourth quarter. The discount rate applied to our forecasts of future cash flows is based on our estimated weighted average cost of capital and includes factors such as the risk-free rate of return and the return an outside investor would expect to earn based on the overall level of inherent risk. The determination of expected returns includes consideration of the beta (a measure of risk) of traded securities of comparable companies. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment for each reporting unit.

We evaluate goodwill for impairment by comparing the estimated fair value of a reporting unit to its carrying value, including goodwill. If the carrying value exceeds the estimated fair value, we measure impairment by comparing the derived fair value of goodwill to its carrying value, and any impairment determined is recorded in the current period. For each of the three years ended December 31, 2024, no material impairment of goodwill was identified. See Item 18. Financial Statements - Note 2P for additional information.

Income Taxes

We record income taxes using the asset and liability approach, whereby deferred tax assets and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and of operating losses and credit carry-forwards, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. We record a valuation allowance, if necessary, to reduce deferred tax assets to amounts that are more likely than not to be realized. We have considered future taxable income on a jurisdiction by jurisdiction basis and used prudent and feasible tax planning strategies and other available evidence in determining the need for a valuation allowance. In the event we were to determine that we would be able to realize these deferred income tax assets in the future, we would adjust the valuation allowance, which would reduce the provision for income taxes.

We establish reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These reserves are established when we believe that certain positions might be challenged despite our belief that our tax return positions are in accordance with applicable tax laws. As part of the determination of our tax liability, management exercises considerable judgment in evaluating tax positions taken by us in determining the income tax provision and establishes reserves for tax contingencies in accordance with ASC 740 "Income Taxes" guidelines. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, new tax legislation or the change of an estimate based on new information. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. During 2022, 2023 and 2024, certain of our subsidiaries settled certain income tax matters pertaining to multiple years in Israel and Europe. Elbit Systems and certain of our Israeli and European subsidiaries are undergoing tax audits by the Israeli Tax Authority. As of December 31, 2024, the provision for income taxes includes the effect of reserve provisions and changes to reserves that are considered appropriate, as well as the related interest and penalties.

Management's judgment is required in determining our provision for income taxes in each of the jurisdictions in which we operate. The provision for income tax is calculated based on our assumptions as to our entitlement to various benefits under the applicable tax laws in the jurisdictions in which we operate. The entitlement to such benefits depends upon our compliance with the terms and conditions set out in these laws. Although we believe that our estimates are reasonable and that we have considered future taxable income and ongoing prudent and feasible tax strategies in estimating our tax outcome, there is no assurance that the final tax outcomes will not be different than those which are reflected in our historical income tax provisions and accruals. Such differences could have a material effect on our income tax provision, net income and cash balances in the period in which such determination is made. See Item 18. Financial Statements - Notes 2V and 18.

Post-employment Benefits Liabilities

We have several post-employment benefit plans. The plans are funded partly by deposits with insurance companies, financial institutions or funds managed by a trustee. The plans are classified as defined contribution plans and as defined benefit plans.

Some current and former employees of the Company's subsidiaries, located mainly in Israel and in the U.S., have defined benefit pension plans for their retirement, which are maintained by the Company. Generally, according to the terms of the plans, as stated, the employees are entitled to receive pension payments based on, among other things, their number of years of service (in certain cases up to 70% of their last base salary) or computed, in certain cases, based on a fixed salary. In addition, some employees of a subsidiary in Israel are entitled to early retirement if they meet certain conditions, including certain age and seniority levels at the time of retirement.

We recognize on a plan-by-plan basis the net funded status of our post-retirement benefit plans under U.S. GAAP as either an asset or a liability on our consolidated balance sheets. The funded status represents the difference between the fair value of each plan's assets and the benefit obligation of the plan. The benefit obligation represents the present value of the estimated future benefits we currently expect to pay to plan participants based on past service.

The plan assets and benefit obligations are measured at the end of each year or more frequently, upon the occurrence of certain events such as a significant plan amendment, settlement or curtailment. The amounts we record are measured using actuarial valuations (based on independent actuarial advice) which are dependent upon key assumptions such as: discount rates, the expected long-term rate of return on plan assets (determined by considering the expected return available on assets underlying the current investment policy), participant longevity, employee turnover, inflation rates, future payroll increases and the health care cost trend rates for our retiree medical plans. The assumptions we make affect both the calculation of the benefit obligations as of the measurement date and the calculation of net periodic benefit cost in subsequent periods. When reassessing these assumptions, we consider past and current market conditions and make judgments about future market trends. We also consider factors such as the timing and amounts of expected contributions to the plans and benefit payments to plan participants. Any changes in these assumptions will impact (either increase or decrease) the carrying amount of our post-employment benefit obligations and plan assets. See Item 18. Financial Statements – Notes 2R and 17.

Governmental Policies

Governmental policies and regulations applicable to defense contractors, such as cost accounting and audit, export control, procurement solicitation and anti-bribery rules and regulations, could have a material impact on our operations. See Item 3. Key Information – Risk Factors – Risks Related to Legal and Regulatory Requirements and Item 4. Information on the Company – Governmental Regulation. According to Section 404 of the U.S. Sarbanes-Oxley Act of 2002, we are required to include in our annual report on Form 20-F an assessment, as of the end of the fiscal year, of the effectiveness of our internal control over financial reporting. See Item 15. Controls and Procedures – Management's Annual Report on Internal Control Over Financial Reporting.

Recent Accounting Pronouncements

See Item 18. Financial Statements – Note 2AE.

Long-Term Arrangements and Commitments

Government Funding of Development. Elbit Systems and certain Israeli subsidiaries partially finance our research and development expenditures under programs sponsored by the Israel Innovation Authority (IIA) in the Ministry of Economy (formerly the Office of the Chief Scientist) for the support of research and development activities conducted in Israel. At the time the funds are received, successful development of the funded projects is not assured. In exchange for the funds, Elbit Systems and the subsidiaries pay 2% to 5% of total sales of the products developed under these programs. The obligation to pay these royalties is contingent on actual future sales of the products. Elbit Systems and some of our subsidiaries may also be obligated to pay certain amounts to the IMOD and others on certain sales including sales resulting from the development of some of the technologies developed with such respective entity's funds. See Item 4. Information on the Company – Conditions in Israel – Israel Innovation Authority and Investment Center Funding and Item 18. Financial Statements – Note 2U and Note 21A.

Lease Commitments. The future minimum lease commitments of the Company under various non-cancelable operating lease agreements for property, motor vehicles and office equipment, excluding imputed interest, as of December 31, 2024 were as follows: $105.8 million for 2025, $92.2 million for 2026, $64.9 million for 2027, $49.0 million for 2028, $46.1 million for 2029 and $334.3 million for 2030 and thereafter. See Item 18. Financial Statements – Note 9.

Bank and Notes Covenants. In connection with our Series B, C and D Notes, bank credits and loans, including performance guarantees issued by banks and bank guarantees in order to secure certain advances from customers, Elbit Systems and certain subsidiaries are obligated to meet certain financial covenants. See below "Financial Resources". Such covenants include, inter alia, requirements for shareholders' equity, current ratio, operating profit margin, tangible net worth, EBITDA, interest coverage ratio, total leverage, equity and net financial debt. See Item 18. Financial Statements – Note 21E. In respect of each of the 12 month periods ending December 31, 2023 and 2024, the Company was in material compliance with its loan obligations.

Commercial Paper. As of December 31, 2024 and 2023 we had commercial paper in the amount of approximately $350 million par value issued and outstanding series A and B commercial paper and $314 million par value issued and outstanding series A commercial paper, respectively. The series A and B commercial paper is for a term of 90 days, which may be extended by additional periods of 90 days each, up to a maximum period of five years, and is also subject to early repayment at the request of an investor or at the Company's discretion. See also Item 18. Financial Statements – Note 12.

Bank and Other Financial Institution Guarantees. As of December 31, 2024 and 2023, guarantees in the aggregate amount of approximately $4,088 million and $4,358 million, respectively, were issued by banks and other financial institutions on behalf of several Company entities primarily in order to secure certain advances from customers and performance bonds.

Purchase Commitments. As of December 31, 2024 and 2023 we had purchase commitments of approximately $4,345 million and $3,856 million, respectively. These purchase orders and subcontracts are typically in standard formats proposed by us. These subcontracts and purchase orders also reflect provisions from the applicable prime contract that apply to subcontractors and vendors. The terms typically included in these purchase orders and subcontracts are consistent with Uniform Commercial Code provisions in the United States for sales of goods, as well as with specific terms requested by our customers in international contracts. These terms include our right to terminate the purchase order or subcontract in the event of the vendor’s or subcontractor’s default, and frequently also include our right to terminate the order or subcontract for our convenience (or if our prime contractor has so terminated the prime contract). Such purchase orders and subcontracts typically are not subject to variable price provisions.

Acquisitions During 2024

See Item 4. Information on the Company – Mergers, Acquisitions and Divestitures and Item 18. Financial Statements – Note 1D.

Backlog of Orders

Our backlog includes firm commitments received from customers for systems, products, services and projects that have yet to be delivered or completed, as applicable. Our policy is to include orders in our backlog only when specific conditions are met. Examples of these conditions may include, among others, receipt of a binding letter of commitment or contract, program funding, advances, letters of credit, guarantees and/or other commitments from customers. As a result, from time to time we could have unrecorded orders not included in our reported backlog.

We reduce backlog when revenues for a specific contract are recognized, such as when delivery or acceptance occurs or when contract milestones or engineering progress under long-term contracts are recognized as achieved, or when revenues are recognized based on costs incurred. In the unusual event of a contract cancellation, we reduce our backlog accordingly. The method of backlog recognition used may differ depending on the particular contract. Orders in currencies other than U.S. dollars are translated periodically into U.S. dollars and recorded accordingly.

Our backlog of orders as of December 31, 2024 was $22,617 million, of which 65% was for orders outside Israel. Our backlog of orders as of December 31, 2023 was $17,756 million, of which 72% was for orders outside Israel. Approximately 57% our backlog as of December 31, 2024 is scheduled to be performed during 2025 and 2026. The rest of the 43% is scheduled to be performed in 2027 and thereafter. Backlog information and any comparison of backlog as of different dates may not necessarily represent an indication of future sales.

Trends

The "Swords of Iron" war, as well as the ongoing conflict between Russia and Ukraine that escalated with the Russian invasion in 2022, have elevated geopolitical tensions throughout the world. These conflicts have also changed military and homeland security requirements, that until recently were focused on low intensity conflicts and defense against terrorism and cyber-attacks. Governments around the world have announced plans to increase defense spending and procure a range of advanced capabilities to better prepare for high intensity "near peer" conflicts.

The deployment of large armored formations and the increased tempo and intensity of the conflicts have led to a change in defense procurement priorities and increased demand for capabilities that enable the fielding of large mechanized military formations capable of performing multi-domain operations and at the same time, addressing the risks presented by innovative technological capabilities deployed extensively in modern battlefields, such as remotely piloted aircraft and advanced munitions.

This global trend has increased demand in the areas of C4ISR systems, cyber-defense systems, network centric information and operational systems, intelligence gathering systems, border and perimeter security systems, unmanned aircraft systems, unmanned surface vessels, remote controlled systems, precision munitions, tank, artillery and mortar munitions, vehicle survivability and force protection systems, signal intelligence (SIGINT) and electronic warfare (EW) systems, space and satellite-based defense capabilities and homeland security solutions. The technological advances in commercial technologies have led to increasing demand for technological solutions that incorporate digital transformation, including artificial intelligence, big data analytics, robotics, automation and information assurance by military forces. Moreover, there is a continuing demand for cost-effective logistic support and training and simulation services.

One result of these conflicts has been plans announced by numerous European countries to significantly increase defense spending and strengthen their armed forces, which will likely take time to fully implement. This development has created various opportunities for Elbit Systems and its European subsidiaries and we believe that our core technologies and abilities will enable us to take advantage of many of these trends. At the same time, the conflicts have resulted in supply chain disruptions, market volatility and global sanctions (see Item 3. Risk Factors – Risks Related to our Operations).

Since the beginning of the "Swords of Iron" war the IMOD's demand for our products and solutions has materially increased. The war has also affected our operations, human resources and other aspects of our business. For additional information see Item 4. Information on the Company – Conditions in Israel – "Swords of Iron" war, and Item 3. Key Information – Risk Factors – Risks Related to Our Israeli Operations and Environment – Conditions in Israel and the Middle East may affect our operations.

Currently, we cannot assess the full impact of the "Swords of Iron" war nor of the conflict between Russia and Ukraine on our business and the impacts so far may not necessarily be indicative of our future operating results or financial conditions.

Summary of Operating Results

The following table sets forth our consolidated statements of operations for each of the three years ended December 31, 2024.

(in thousands of U.S. dollars except per share data)

	Year ended December 31, 2024	%	Year ended December 31, 2023	%	Year ended December 31, 2022	%
Revenues	$ 6,827,871	100.0	$ 5,974,744	100.0	$ 5,511,549	100.0
Cost of revenues	5,186,051	76.0	4,491,790	75.2	4,138,266	75.1
Gross profit	1,641,820	24.0	1,482,954	24.8	1,373,283	24.9
Research and development (R&D) expenses	544,140	8.0	502,654	8.4	501,777	9.1
Less – participation	(77,738)	(1.2)	(78,234)	(1.3)	(66,127)	(1.2)
R&D expenses, net	466,402	6.8	424,420	7.1	435,650	7.9
Marketing and selling expenses	375,358	5.5	359,141	6.0	326,020	5.9
General and administrative expenses	311,007	4.6	330,285	5.5	313,047	5.7
Other operating income, net	—	—	—	—	(68,918)	(1.3)
	1,152,767	16.9	1,113,846	18.6	1,005,799	18.2
Operating income	489,053	7.2	369,108	6.2	367,484	6.7
Financial expenses, net	(151,125)	(2.3)	(137,827)	(2.3)	(51,364)	(0.9)
Other income (expenses), net	3,818	0.1	(4,787)	(0.1)	(23,562)	(0.4)
Income before taxes on income	341,746	5.0	226,494	3.8	292,558	5.4
Taxes on income	(39,058)	(0.6)	(22,913)	(0.4)	(24,131)	(0.4)
	302,688	4.4	203,581	3.4	268,427	5.0
Equity in net earnings of affiliated companies and partnerships	19,176	0.3	12,275	0.2	7,042	0.1
Net income	$ 321,864	4.7	$ 215,856	3.6	$ 275,469	5.1
Less – net income attributable to non-controlling interests	(726)	—	(725)	—	(21)	—
Net income attributable to the Company's shareholders	$ 321,138	4.7	$ 215,131	3.6	$ 275,448	5.1
Diluted net earnings per share:	$ 7.18		$ 4.82		$ 6.18	

2024 Compared to 2023

The following is an overview for 2024 compared to 2023. A discussion of our results of operations for 2023 compared to 2022 may be found on pages 45-50 of our annual report on Form 20-F filed March 28, 2024 on the EDGAR database of the U.S. Securities and Exchange Commission.

Revenues

Our sales are primarily to governmental entities and prime contractors under government defense and homeland security programs. Accordingly, the level of our revenues is subject to governmental budgetary constraints.

Our consolidated revenues in 2024 increased by 14% to $6,827.9 million from $5,974.7 million in 2023.

Aerospace revenues increased by 9% in 2024 as compared to 2023, mainly due to increased UAS revenues in Israel and Europe, and increased PGM revenues, partially offset by lower training and simulation sales

C4I and Cyber revenues increased by 11% year-over-year mainly due to sales of radio systems and command and control systems

ISTAR and EW revenues increased by 12% mainly due to increased sales of Electronic Warfare and Electro-Optic systems in Israel, partially offset by lower Electro-Optic systems sales in Europe.

Land revenues increased by 29% mainly due to the increase in sales of ammunition and munitions in Israel.

Elbit Systems of America revenues increased by 8% mainly due to the increase in sales of night-vision systems and medical instrumentation.

The following table sets forth our distribution of revenues by geographical regions ($ millions):

	Year ended December 31, 2024	%	Year ended December 31, 2023	%
Israel	$ 1,988.0	29.1	$ 1,167.2	19.5
North America	1,520.3	22.3	1,417.7	23.7
Europe	1,820.9	26.7	1,776.4	29.7
Asia-Pacific	1,132.7	16.6	1,263.8	21.2
Latin America	150.0	2.2	120.7	2.0
Other	216.0	3.1	228.9	3.9
Total revenues	$ 6,827.9	100.0	$ 5,974.7	100.0

Cost of Revenues and Gross Profit

Cost of revenues in 2024 was $5,186.1 million (76.0% of revenues), as compared to $4,491.8 million (75.1% of revenues) in 2023.

Our major components of cost of revenues are (i) wages and related benefits costs, (ii) subcontractors and material consumed and (iii) manufacturing and other expenses. The amounts and percentages of those components in 2024 and 2023 were as follows:

Wages and related benefits costs in 2024 constituted approximately 36% of cost of revenues, similar to 2023. The total cost of wages and related benefits in 2024 was approximately $1,908 million, as compared to $1,671 million in 2023. The increase in wages and related benefit costs was mainly a result of the growth of our workforce by permanent employees, to support the increase in the Company's activity, and by temporary employees to temporarily replace our employees that were mobilized during the “Swords of Iron” war.

Subcontractors and material consumed costs in 2024 constituted approximately 52% of cost of revenues, similar to 2023. The total amount of subcontractors and material consumed costs in 2024 was approximately $2,787 million, as compared to approximately $2,389 million in 2023.

Manufacturing and other expenses were similar year-over-year. The total cost of manufacturing and other expenses in 2024 was approximately $472 million, as compared to approximately $425 million in 2023.

In 2024, our cost of revenues included an increase in inventories of approximately $120 million in work-in-progress and finished goods inventories, as compared to an increase of approximately $140 million in work-in-progress and finished goods inventories in 2023.

Cost of revenues in 2023 included expenses of approximately $18 million of inventory write-off related to discontinuing activities of a subsidiary.

Changes from 2023 to 2024 in our cost of revenues and cost of revenues components, were not material. We did not identify any developing trends in cost of revenues that we believe are likely to have a material impact on our future operations other than the continued changes in the NIS against the U.S. dollar, which could have an impact mainly on our labor costs, the impact of "Swords of Iron" war, including disrupted transportation networks and global supply chains, increased costs and extension of lead times.

Gross profit for the year ended December 31, 2024 was $1,641.8 million (24.0% of revenues), as compared to $1,483.0 million (24.8% of revenues) in the year ended December 31, 2023.

Research and Development (R&D) Expenses

We continually invest in R&D in order to maintain and further advance our technologies, in accordance with our long-term plans, based on our estimate of future market needs. Our R&D costs, net of participation grants, include costs incurred for independent research and development and bid and proposal efforts and are expensed as incurred.

Gross R&D expenses in 2024 totaled $544.1 million (8.0% of revenues), as compared to $502.6 million (8.4% of revenues) in 2023.

Net R&D expenses (after deduction of third party participation) in 2024 totaled $466.4 million (6.8% of revenues), as compared to $424.4 million (7.1% of revenues) in 2023.

Marketing and Selling Expenses

We are active in developing new markets and pursue at any given time various business opportunities according to our plans.

Marketing and selling expenses in 2024 were $375.4 million (5.5% of revenues), as compared to $359.1 million (6.0% of revenues) in 2023.

General and Administration (G&A) Expenses

G&A expenses in 2024 were $311.0 million (4.6% of revenues), as compared to $330.3 million (5.5% of revenues) in 2023. G&A expenses in 2023 include approximately $34 million of expenses related to a write-off of an uncollectible balance of contract assets of a discontinued project.

Operating Income

Our operating income in 2024 was $489.1 million (7.2% of revenues), as compared to $369.1 million (6.2% of revenues) in 2023.

Aerospace operating income in 2024 was $149.1 million and 7.3% of Aerospace segment revenues, compared to 125.4 million and 6.7% of segment revenues in 2023. The $23.7 million increase in operating income was mainly due to increased revenues and positive program mix.

C4I and Cyber operating income in 2024 was $62.0 million and 7.8% of C4I and Cyber segment revenues, compared to $50.7 million and 7.0% of segment revenues in 2023. The $11.3 million increase in operating income was mainly due to increased revenues and positive program mix.

ISTAR and EW operating income in 2024 was $96.1 million and 7.3% of ISTAR and EW segment revenues, compared to $134.9 million and 11.4% of segment revenues in 2023. The $38.8 million decrease in operating income was mainly due to the lower level of Electro-Optic systems revenues in Europe, partially offset by an increase in Electronic Warfare and Electro-Optic systems' revenues in Israel.

Land operating income in 2024 was $150.7 million and 9.0% of Land segment revenues, compared to $80.6 million and 6.2% of segment revenues in 2023. The $70.1 million increase in operating income was mainly due to increased revenues, positive program mix and progress in the operational transformation of IMI.

ESA operating income in 2024 was $56.2 million and 3.5% of ESA segment revenues, compared to an operating loss of $4.7 million and 0.3% of segment revenues in 2023. The $60.9 million increase in operating income was mainly due to increased revenues and positive program mix.

Financial Expense, Net

Net financing expenses in 2024 were $151.1 million, as compared to $137.8 million in 2023. The increase in financial expenses, net in 2024, resulted mainly due to factoring expenses related to the extension of the premise evacuation agreement.

Other Income (Expenses), Net

Other income, net was $3.8 million in 2024, as compared to other expenses, net of $4.8 million in 2023. The higher level of expenses in 2023, resulted mainly from revaluation of holdings in affiliated companies, and expenses related to non-service costs of pension plans.

Taxes on Income

Our effective tax rate represents a weighted average of the tax rates to which our various entities are subject. Taxes on income in 2024 were $39.1 million (effective tax rate of 11.4%), as compared to $22.9 million (effective tax rate of 10.1%) in 2023. The tax expenses in 2024 and 2023 were affected by tax benefits related to adjustments for prior years following tax settlements in some of the Company's subsidiaries in Israel.

Company’s Share in Earnings of Affiliated Entities

The entities, in which we hold 50% or less in shares or voting rights (affiliates) and are therefore not consolidated in our financial statements, operate in complementary areas to our core business activities, including electro-optics and airborne systems.

In 2024, we had income of $19.2 million from our share in earnings of affiliates, as compared to $12.3 million in 2023.

Net Income Attributable to Non-Controlling Interests

Net income attributable to non-controlling interests in 2024 was $0.7 million, as compared to $0.7 million in 2023.

Net Income and Earnings Per Share (EPS)

As a result of the above, net income in 2024 was $321.1 million (4.7% of revenues), as compared to net income of $215.1 million (3.6% of revenues) in 2023. The diluted EPS was $7.18 in 2024, as compared to $4.82 in 2023. Diluted net earnings per share in 2023 were reduced by approximately $0.90 as a result of the expenses (net of tax) related to the write-off of inventory and contract assets. The number of shares used for computation of diluted EPS in the years ended December 31, 2024 and 2023 were 44,709,000 and 44,592,000 shares, respectively.

Segment Reporting

Revenues

The Company has five reportable segments: Aerospace, C4I and Cyber, ISTAR and EW, Land and ESA (see Item 4. Information on the Company – Business Overview – Segments above, "Segment Reporting" below and Item 18. Financial Statements - Notes 1, 2AC and 23).

The following table presents information about the Company's reported segments revenues for the periods indicated:

	Year ended December 31, 2024	%	Year ended December 31, 2023	%	Year ended December 31, 2022	%
Aerospace						
External customers	$ 1,780.5	26.1	$ 1,613.2	27.0	$ 1,471.1	26.7
Intersegment revenue	255.8		260.1		262.1	
	2,036.3	27.4	1,873.3	28.6	1,733.2	28.5
C4I and Cyber						
External customers	750.6	11.0	668.4	11.2	631.3	11.5
Intersegment revenue	49.2		52.7		47.1	
	799.8	10.8	721.1	11.0	678.4	11.2
ISTAR and EW						
External customers	1,118.6	16.4	996.9	16.7	882.2	16.0
Intersegment revenue	199.4		182.5		163.4	
	1,318.0	17.8	1,179.4	18.0	1,045.6	17.2
Land						
External customers	1,605.1	23.5	1,241.0	20.8	1,075.8	19.5
Intersegment revenue	74.3		65.2		92.7	
	1,679.4	22.6	1,306.2	20.0	1,168.5	19.2
ESA						
External customers	1,573.1	23.0	1,455.2	24.4	1,451.1	26.3
Intersegment revenue	12.6		9.7		5.6	
	1,585.7	21.4	1,464.9	22.4	1,456.7	23.9
Revenues						
Total revenues (external customers and intersegment) for reportable segments	$ 7,419.2		$ 6,544.9		$ 6,082.4	
Less - Intersegment revenue	(591.3)		(570.2)		(570.9)	
Total	**$ 6,827.9**	100.0	**$ 5,974.7**	100.0	**$ 5,511.5**	100.0

2024 Compared to 2023

The following is an overview for 2024 compared to 2023. A discussion of our results of operations for 2023 compared to 2022 may be found on pages 45-50 of our Annual Report on Form 20-F filed May 1, 2023 on the EDGAR database of the U.S. Securities and Exchange Commission.

Revenues

Our sales are primarily to governmental entities and prime contractors under government defense and homeland security programs. Accordingly, the level of our revenues is subject to governmental budgetary constraints.

Our consolidated revenues increased by 14% to $6,827.9 million in 2024 from $5,974.7 million in 2023.

Aerospace revenues increased by 9% in 2024 as compared to 2023, mainly due to increased UAS revenues in Israel and Europe, and increased PGM revenues, partially offset by lower training and simulation sales.

C4I and Cyber revenues increased by 11% year-over-year mainly due to sales of radio systems and command and control systems.

ISTAR and EW revenues increased by 12% mainly due to increased sales of Electronic Warfare and Electro-Optic systems in Israel, partially offset by lower Electro-Optic systems sales in Europe.

Land revenues increased by 29% mainly due to the increase in sales of ammunition and munitions in Israel.

Elbit Systems of America revenues increased by 8% mainly due to the increase in sales of night-vision systems and medical instrumentation.

Operating Income

The following tables present information about the operating income of each of the Company's reported segments for the periods indicated:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Aerospace	$ 149.1	$ 125.4	$ 106.8
C4I and Cyber	62.0	50.7	49.0
ISTAR and EW	96.1	134.9	49.1
Land	150.7	80.6	28.6
ESA	56.2	(4.7)	75.0
Segment operating income	514.1	386.9	308.5
Unallocated corporate expense, net	(25.0)	(17.8)	(9.9)
Other operating income	—	—	68.9
Operating income	**$ 489.1**	**$ 369.1**	**$ 367.5**

Aerospace operating income in 2024 was $149.1 million and 7.3% of Aerospace segment revenues, compared to 125.4 million and 6.7% of segment revenues in 2023. The $23.7 million increase in operating income was mainly due to increased revenues and positive program mix.

C4I and Cyber operating income in 2024 was $62.0 million and 7.8% of C4I and Cyber segment revenues, compared to $50.7 million and 7.0% of segment revenues in 2023. The $11.3 million increase in operating income was mainly due to increased revenues and positive program mix.

ISTAR and EW operating income in 2024 was $96.1 million and 7.3% of ISTAR and EW segment revenues, compared to $134.9 million and 11.4% of segment revenues in 2023. The $38.8 million decrease in operating income was mainly due to the lower level of Electro-Optic systems revenues in Europe, partially offset by an increase in Electronic Warfare and Electro-Optic systems' revenues in Israel.

Land operating income in 2024 was $150.7 million and 9.0% of Land segment revenues, compared to $80.6 million and 6.2% of segment revenues in 2023. The $70.1 million increase in operating income was mainly due to increased revenues, positive program mix and progress in the operational transformation of IMI.

ESA operating income in 2024 was $56.2 million and 3.5% of ESA segment revenues, compared to an operating loss of $4.7 million and 0.3% of segment revenues in 2023. The $60.9 million increase in operating income was mainly due to increased revenues and positive program mix.

Cash Flow

Our operating cash flow is affected by the cumulative cash flow generated from our various projects in the reported periods. Project cash flows are affected by the timing of the receipt of advances and the collection of accounts receivable from customers, as well as the timing of payments made by us in connection with the performance of the project. The receipt of payments usually relates to specific events during the project, while expenses are ongoing. As a result, our cash flow may vary from one period to another. Our policy is to invest our cash surplus mainly in interest bearing deposits, in accordance with our projected needs.

In general, subsidiaries are able to transfer cash dividends, loans or advances to Elbit Systems and among themselves, subject to corporate policy and tax considerations in their applicable jurisdiction and subject to management commitment not to distribute tax exempt earnings. Such tax considerations have not had in the past, and are not anticipated to have, a material impact on our ability to meet our obligations.

Our net cash flow provided by operating activities in 2024 was approximately $535 million, resulting mainly from an increase in advances received from customers of approximately $956 million, and the increase in non-cash operating items of $186 million, offset by the increase in inventories of approximately $480 million and an increase in trade receivables and contract assets of approximately $474 million.

Net cash flow used in investing activities in 2024 was approximately $179 million, which was used mainly for the purchase of property, plant and equipment in the amount of $215 million offset by proceeds from sales of a subsidiary and an investment of approximately $26 million.

Net cash flow used in financing activities in 2024 was approximately $288 million, which was used mainly for repayment of long and short term credit and loans in the amount of $173 million, payment of dividends in the amount of $89 million, and repayment of Series B, C and D Notes in the amount of $62 million.

Financial Resources

The financial resources available to us include profits, collection of accounts receivable, proceeds from the issuance of external indebtedness, advances from customers and the government of Israel and other third parties' programs such as the Israel Innovation Authority and development grants. In addition, we have access to bank credit lines and financing in Israel and abroad based on our capital, assets and activities.

Elbit Systems and some subsidiaries are obligated to meet various financial covenants set forth in our respective loans, Series B, C and D Notes and credit agreements. Such covenants include inter alia, requirements for shareholders' equity, current ratio, operating profit margin, tangible net worth, EBITDA, interest coverage ratio, total leverage, equity and net financial debt. In respect of each of the 12 month periods ending December 31, 2023 and 2024, the Company was in material compliance with its loan obligations.

On December 31, 2024, we had total borrowings from banks in an amount of approximately $489 million in short and long-term loans, outstanding commercial paper in an amount of approximately $350 million and approximately $342 million of outstanding debt of Series B, C and D Notes, intended for general corporate purposes. On December 31, 2024, we also had $4,088 million in guarantees issued on our behalf by banks and other financial institutions, mainly in respect of advance payment and performance guarantees provided in the regular course of business. On December 31, 2024, we had a cash balance amounting to $265 million and short-term bank deposits of approximately $1 million. We believe that we also have the ability to raise additional funds in the capital market and through expansion of our credit

lines. In September 2023, we filed a shelf prospectus with the Israeli Security Authority and the TASE (the Shelf Prospectus). The Shelf Prospectus provides a framework for us to raise funds from time to time in Israel through the offering and sale of various debt and equity securities. The shelf prospectus would typically be effective for two years, unless extended with the consent of the Israeli Securities Authority.

As of December 31, 2024, we had working capital of $1,044 million and a current ratio of 1.20.

For further information on the level, maturity and terms of our borrowings, see Item 18. Financial Statements – Notes 12, 15 and 16.

We believe our cash balance, amounts available under lines of credits, cash flows from operating activities and our ability to access external capital resources is sufficient to satisfy existing short-term and long-term commitments and plans as well as provide adequate financial flexibility to take advantage of potential strategic business opportunities should they arise within the next year. See Item 3. Key Information – Risk Factors – Financial-Related Risks.

Pensions and Other Post-Retirement Benefits. We account for pensions and other post-employment arrangements in accordance with ASC 715 "Compensation – Retirement Benefits". Accounting for pensions and other post-retirement benefits involves judgment about uncertain events, including estimated retirement dates, salary levels at retirement, mortality rates, rates of return on plan assets, determination of discount rates for measuring plan obligations, healthcare cost trend rates and rates of utilization of healthcare services by retirees. These assumptions are based on the economic environment in each country. For our pension and other post-retirement benefit assumptions at December 31, 2024 and 2023, see Item 18. Financial Statements – Note 17. On December 31, 2024, our employee benefit liabilities were $454 million, of which we had severance funds of $223 million set aside to satisfy potential obligations.

Material Commitments for Capital Expenditures. We believe that we have adequate sources of funds to meet our material commitments for capital expenditures for the fiscal year ending December 31, 2024 and the subsequent fiscal year (see above "Financial Resources"). Our anticipated capital expenditures (which include mainly construction and the purchase of equipment, buildings and enhancements to our ERP system) as of December 31, 2024 are somewhat higher than those as of December 31, 2023, due to an anticipated increase in expenditures for buildings and certain other expenses. We plan to pay for such anticipated capital expenditures using cash from operations. See also Item 18. Financial Statements – Consolidated Statements of Cash Flows and Note 10.

Israeli Series B, C and D Notes

In July 2021, Elbit Systems completed a public notes offering on the TASE of NIS 1.9 billion (equal to approximately $575 million at the time of the offering) Series B, C and D Notes. The Notes were offered and sold pursuant to the Shelf Prospectus filed in 2020 with the Israeli Securities Authority.

Details of the Notes are as follows:

Tranche	Face Value (NIS)	Maturity	Annual Interest Rate (%)	Adjustments
Series B	1,500,000,000	June 30, 2029	1.08	None
Series C	200,000,000	June 30, 2029	2.12	Changes in the New Israeli Shekel / U.S. dollar exchange rate
Series D	200,000,000	June 30, 2035	2.67	Changes in the New Israeli Shekel / U.S. dollar exchange rate

The Series B, C and D Notes are unsecured and non-convertible. The offering was made exclusively in Israel to residents of Israel only.

The proceeds of the offering are intended for general corporate purposes, which may include, among others, financing of the Company's operating and investment activities, mergers and acquisitions and payments of outstanding debt under its credit facilities.

Following the completion of the Notes offering, we entered into cross-currency interest rate swap transactions in order to effectively hedge the effect of interest and exchange rate differences resulting from the Series B Notes that are not adjusted in accordance with changes in the NIS/ U.S dollar exchange rate. Under the cross-currency

interest rate swaps, the Series B Notes were adjusted to the changes of the NIS to the U.S. dollar and paid a fixed U.S. dollar interest rate of 1.92% per annum.

During 2024 and 2023 the company paid installments of Notes B, C and D in the amount of approximately $62 million per year.

Israeli Commercial Paper

In 2023, Elbit Systems issued in Israel a U.S. Dollar denominated commercial paper series A in an amount of approximately $314 million par value, bearing an annual interest of the three-months SOFR interest rate and an additional 1% (Series A commercial paper). During 2024, the Company issued additional Series A commercial paper and repaid certain portions of the Series A commercial paper.

In September 2024, Elbit Systems completed an issuance in Israel of a U.S. Dollar denominated commercial paper in an amount of $110 million par value bearing an annual interest of the three-months SOFR interest rate and an additional 1.25% (Series B commercial paper).

Both Series A and B commercial paper are for a term of 90 days, which may be extended by additional periods of 90 days each, up to a maximum period of five years. The Series A and B commercial paper is also subject to early repayment at the request of an investor or at the Company's discretion - See also Item 18. Financial Statements – Note 12.

The commercial paper is not listed on any stock exchange. Following the above mentioned issuances and repayments, as of December 31, 2024 we had approximately $240 million par value issued and outstanding Series A commercial paper and $110 million par value issued and outstanding Series B commercial paper. The proceeds of the above mentioned issuances are used for diversification of the Company's financing sources, finance costs optimization and ongoing operations.

Impact of Inflation and Exchange Rates

Functional Currency.

Our reporting currency is the U.S. dollar, which is also the functional currency for most of our consolidated operations. A majority of our sales are made outside of Israel in non-Israeli currency, mainly U.S. dollars, as well as a majority of our purchases of materials and components. A significant portion of our expenses, mainly labor costs, are in NIS. Some of our subsidiaries have functional currencies in Euro, GBP, Brazilian reals, Australian dollars and other currencies. Transactions and balances originally denominated in U.S. dollars are presented in their original amounts. Transactions and balances in currencies other than the U.S. dollar are remeasured in U.S. dollars according to the principles set forth in ASC 830 “Foreign Currency Matters”. Exchange gains and losses arising from remeasurement are reflected in financial expenses, net, in the consolidated statements of income.

Market Risks and Variable Interest Rates

Market risks relating to our operations result mainly from changes in interest rates and exchange rates. We use derivative instruments to limit exposure to changes in exchange rates in certain cases. We also typically enter into forward contracts in connection with transactions where long-term contracts have been signed and that are denominated in currencies other than U.S. dollars or NIS. We also enter from time to time into forward contracts and other hedging instruments related to NIS based on market conditions.

We use financial instruments and derivatives in order to limit our exposure to risks arising from changes in exchange rates and to mitigate our exposure to effects of changes in foreign currency rates and interest rates. The use of such instruments does not expose us to additional exchange rate risks since the derivatives are held against an asset (for example, excess assets in Euros). Our policy in utilizing these financial instruments is to protect the dollar value of our cash and cash equivalent assets rather than to serve as a source of income.

In the context of our overall treasury policy, specific objectives apply to the management of financial risks. These objectives are disclosed under the headings below “NIS/U.S. Dollar Exchange Rates”, “Inflation and Currency Exchange Rates” and “Foreign Currency, Derivatives and Hedging”.

On December 31, 2024, our liquid assets were comprised of bank deposits and short and long-term investments. Our deposits and investments earn interest based on variable interest rates, and their value as of December 31, 2024 was therefore exposed to changes in interest rates. Should interest rates either increase or decrease, such change may affect our results of operations due to changes in the cost of the liabilities and the return on the assets that are based on variable rates.

NIS/U.S. Dollar Exchange Rates. We attempt to manage our financial activities in order to reduce material financial losses in U.S. dollars resulting from the impact of inflation and exchange rate fluctuations on our non-U.S. dollar assets and liabilities. Our income and expenses in NIS are translated into U.S. dollars at the prevailing exchange rates as of the date of the transaction. Consequently, we are affected by changes in the NIS/U.S. dollar exchange rates. We entered into other derivative instruments to limit our exposure to exchange rate fluctuations, related mainly to payroll expenses incurred in NIS. See Item 11. Quantitative and Qualitative Disclosure About Market Risk. The amount of our exposure to the changes in the NIS/U.S. dollar exchange rate may vary from time to time. See Item 3. Key Information – Risk Factors – Financial-Related Risks.

Inflation and Currency Exchange Rates

The U.S. dollar cost of our operations in Israel is influenced by any increase in the rate of inflation in Israel that is not fully offset by the devaluation of the NIS in relation to the U.S. dollar. Unless inflation in Israel is offset by a devaluation of the NIS, such inflation may have a negative effect on the profitability of contracts where Elbit Systems or any of our Israeli subsidiaries receives payment in U.S. dollars, NIS linked to U.S. dollars or other foreign currencies, but incurs expenses in NIS linked to the CPI. Inflation in Israel and currency fluctuations may also have a negative effect on the profitability of fixed-price contracts where we receive payments in NIS.

In the past, our profitability was negatively affected when inflation in Israel (measured by the change in the CPI from the beginning to the end of the calendar year) exceeded the devaluation of the NIS against the U.S. dollar and at the same time we experienced corresponding increases in the U.S. dollar cost of our operations in Israel. In 2024, the inflation rate was approximately a positive 3.2%, and the NIS weakened against the U.S. dollar by approximately 0.6%. In 2023, the inflation rate was approximately a positive 3.0%, and the NIS weakened against the U.S. dollar by approximately 3.1%. There can be no assurance that we will not be materially adversely affected in the future if inflation in Israel exceeds the devaluation of the NIS against the U.S. dollar or if the timing of such devaluation lags behind increases in inflation in Israel.

A devaluation of the NIS in relation to the U.S. dollar also has the effect of decreasing the dollar value of any of our assets that consist of NIS or accounts receivable denominated in NIS, unless such assets or accounts receivable are linked to the U.S. dollar. Such a devaluation also has the effect of reducing the U.S. dollar amount of any of our liabilities that are payable in NIS, unless such payables are linked to the U.S. dollar. On the other hand, any increase in the value of the NIS in relation to the U.S. dollar will have the effect of increasing the U.S. dollar value of any unlinked NIS assets as well as the U.S. dollar amount of any unlinked NIS liabilities and expenses.

Foreign Currency, Derivatives and Hedging

While our functional currency is the U.S. dollar, we also have some non-U.S. dollar or non-U.S. dollar linked exposure to currencies other than NIS. These are mainly non-U.S. dollar customer debts, payments to suppliers and subcontractors as well as obligations in other currencies, assets or undertakings. Some subcontractors are paid in local currency under prime contracts where we are paid in U.S. dollars. The exposure on these transactions has not been in amounts that are material to us. However, when we view it economically advantageous, due to anticipated uncertainty in the applicable foreign exchange rates, we seek to minimize our foreign currency exposure by entering into hedging arrangements, obtaining periodic payments upon the completion of milestones, obtaining guarantees and security from customers and sharing currency risks with subcontractors.

A significant part of our future cash flows that will be denominated in currencies other than the NIS and the U.S. dollar were covered as of December 31, 2024 by forward contracts. On December 31, 2024, we had forward contracts for the sale and purchase of Euro, GBP and various other currencies totaling approximately $2,402 million ($1,597 million in Euro, $164 million in GBP and $641 million in other currencies). See also Item 18. Financial Statements – Note 19.

As of December 31, 2024, an unrealized net income of approximately $16 million was included in accumulated other comprehensive income. As of December 31, 2024, all of the forward contracts are expected to mature during the years 2025 – 2034.

The table below presents the balance of the derivative instruments held in order to limit the exposure to exchange rate fluctuations as of December 31, 2024 and is presented in millions of U.S. dollar equivalent terms:

Forward	Notional Amount*	Unrealized Gain (Loss)
Buy US$ and Sell:		
Euro	1,408.8	66.9
GBP	45.2	1.3
Other various currencies	571.9	9.5

Forward	Notional Amount*	Unrealized Gain (Loss)
Sell US$ and Buy:		
Euro	187.9	(12.6)
GBP	118.7	(4.4)
NIS	1,704.0	25.9
Other various currencies	69.5	(3.4)

*Notional amount information is based on the foreign exchange rate at year end.

Off-Balance Sheet Transactions

Offset / Industrial Participation

In connection with projects in certain countries, Elbit Systems and some of our subsidiaries have entered and may enter in the future into "Industrial Participation" or "offset" agreements, required by a number of our customers as a condition to our obtaining orders for our products and services, or as an important consideration for award. These agreements are customary in our industry and are designed to facilitate economic flow back (buy-back) and/or technology transfer to businesses or government agencies in the applicable country. As a result of the conflict between Russia and Ukraine and other geopolitical events, a number of countries are increasing such activities in order to enhance local industry involvement and independence in defense procurement and to have a positive impact on the local economy.

These commitments may be satisfied by our placement of direct work or vendor orders for supplies and/or services, transfer of technology, investments or other forms of assistance in the applicable country in accordance with applicable local laws and regulations. We attempt to leverage economies of scale by managing our Industrial Participation activities from an overall corporate perspective. The Industrial Participation rules and regulations, as well as the underlying contracts, may differ from one country to another. The ability to fulfill the Industrial Participation obligations may depend, among other things, on the availability of local suppliers with sufficient capability to meet our requirements and which are competitive in cost, quality and schedule. In certain cases, our commitments may also be satisfied through transactions conducted by other parties, including but not limited to our suppliers, or through "swap" transaction among various countries' Industrial Participation authorities. Our Industrial Participation activities are conducted in accordance with our anti-bribery and corruption compliance policies.

We do not commit to Industrial Participation agreements until orders for our products or services are definitive, but in some cases the orders for our products or services may become effective only after our corresponding Industrial Participation commitments become effective. Industrial Participation programs generally extend at least over the relevant commercial contract period and may provide for penalties in the event we fail to perform in accordance with Industrial Participation requirements. In some cases we provide guarantees in connection with the performance of our Industrial Participation obligations.

We have developed dedicated Industrial Participation management tools and procedures within our ERP system and work to continuously improve our infrastructure in order to efficiently meet our obligations. Furthermore, we manage our Industrial Participation obligations at the corporate level, which helps to increase visibility, facilitate allocations within the Company and reduce risk. However, should we be unable to meet such obligations we may be subject to contractual penalties, our guarantees may be drawn upon and our chances of receiving additional business from the applicable customers could be reduced or, in certain cases, eliminated. See Item 3. Key Information – Risk Factors – Financial-Related Risks.

As of December 31, 2024, we had outstanding Industrial Participation obligations totaling approximately $2.50 billion that extend through 2033. See Item 18. - Financial Statements - Note 21B.

Non-GAAP Financial Data

The following non-GAAP financial data, including adjusted gross profit, adjusted operating income, adjusted net income, and adjusted diluted earnings per share, is presented to enable investors to have additional information on our business performance as well as a further basis for periodical comparisons and trends relating to our financial results. We believe such data provides useful information to investors and analysts by facilitating more meaningful comparisons of our financial results over time. The non-GAAP adjustments exclude amortization expenses of intangible assets related to acquisitions that occurred mainly in prior periods, capital gains related primarily to the sale of investments, restructuring activities, uncompensated costs related to the "Swords of Iron" war, non-cash stock based compensation expenses, re-evaluations of investments in affiliated companies, non-operating foreign exchange gains or losses, one-time tax expenses, and the effect of tax on each of these items. We present these non-GAAP financial measures because management believes they supplement and/or enhance management's, analysts' and investors' overall understanding of the Company's underlying financial performance and trends and facilitate comparisons among current, past, and future periods.

For the year ended December 31, 2023, we have included adjustments related to restructuring activities of a subsidiary. Restructuring of a subsidiary's activities are non-recurring expenses related to the write-off of inventory due to the closing of an underperforming subsidiary with limited synergies to the Company.

For the years ended December 31, 2024 and 2023, we have included adjustments related to uncompensated labor costs relating to the "Swords of Iron" war. Uncompensated labor costs are certain employment-related expenses incurred by the Company, in respect of its employees that were mobilized for reserve duty in "Swords of Iron" war, which were above the statutory ceiling for refund.

Specifically, management uses adjusted gross profit, adjusted operating income, and adjusted net income attributable to the Company's shareholders to measure the ongoing gross profit, operating profit and net income performance of the Company, because these measures adjust for more significant non-recurring items, amortization expenses of intangible assets relating to prior acquisitions, and non-cash expense which can fluctuate year to year.

We believe that adjusted gross profit, adjusted operating income, and Adjusted net income attributable to the Company's shareholders are useful to existing shareholders, potential shareholders and other users of our financial information because they provide measures of the Company's ongoing performance that enable these users to perform trend analysis using comparable data.

Management uses adjusted diluted earnings per share to evaluate further adjusted net income attributable to the Company's shareholders while considering changes in the number of diluted shares over comparable periods.

We believe that adjusted diluted earnings per share is useful to existing shareholders, potential shareholders and other users of our financial information because it also enables these users to evaluate adjusted net income attributable to Company's shareholders on a per-share basis.

The non-GAAP measures used by the Company are not based on any comprehensive set of accounting rules or principles. We believe that non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our results of operations, as determined in accordance with GAAP, and that these measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measures.

Investors are cautioned that, unlike financial measures prepared in accordance with GAAP, non-GAAP measures may not be comparable with the calculation of similar measures for other companies. They should consider non-GAAP financial measures in addition to, and not as replacements for or superior to, measures of financial performance prepared in accordance with GAAP.

Reconciliation of GAAP (Audited) to
Non-GAAP (Unaudited) Supplemental Financial Data
(U.S. dollars in millions, except for per share amounts)

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
GAAP gross profit	$ 1,641.8	$ 1,483.0	$ 1,373.3
Adjustments:			
Amortization of purchased intangible assets (*)	18.9	27.3	31.7
Restructuring of a subsidiary's activities	—	17.5	—
Uncompensated labor costs related to "Swords of Iron" war	7.9	4.3	—
Stock-based compensation	2.4	1.8	1.6
Non-GAAP gross profit	$ 1,671.0	$ 1,533.9	$ 1,406.6
Percent of revenues	24.5 %	25.7 %	25.5 %
GAAP operating income	$ 489.1	$ 369.1	$ 367.5
Adjustments:			
Amortization of purchased intangible assets (*)	34.2	43.9	49.2
Restructuring of a subsidiary's activities	—	17.5	—
Stock-based compensation	15.8	12.1	10.5
Capital gain	—	—	(31.5)
Non-recurring gain related to grants	—	—	(28.6)
Uncompensated labor costs related to "Swords of Iron" war	11.3	6.1	—
Non-GAAP operating income	$ 550.4	$ 448.7	$ 367.1
Percent of revenues	8.1 %	7.5 %	6.7 %
GAAP net income attributable to Elbit Systems' shareholders	$ 321.1	$ 215.1	$ 275.4
Adjustments:			
Amortization of purchased intangible assets (*)	34.2	43.9	49.2
Restructuring of a subsidiary's activities	—	17.5	—
Stock-based compensation	15.8	12.1	10.5
Capital gain	(2.0)	—	(20.5)
Revaluation of investments measured under fair value method	19.4	3.0	10.2
Non-recurring gain related to grants	—	—	(28.6)
Non-operating foreign exchange (gains) losses	(0.6)	12.0	(10.5)
Uncompensated labor costs related to "Swords of Iron" war	11.3	6.1	—
Tax effect and other tax items, net	(7.7)	(10.9)	(6.3)
Non-GAAP net income attributable to Elbit Systems' shareholders	$ 391.5	$ 298.8	$ 279.4
Percent of revenues	5.7 %	5.0 %	5.1 %
GAAP diluted net EPS	$ 7.18	$ 4.82	$ 6.18
Adjustments, net	1.58	1.88	0.09
Non-GAAP diluted net EPS	$ 8.76	$ 6.70	$ 6.27

(*) While amortization of acquired intangible assets is excluded from the measures, the revenue of the acquired companies is reflected in the measures and the acquired assets contribute to revenue generation.

Item 6. Directors, Senior Management and Employees.

Directors and Executive Officers

Board of Directors

Our directors as of March 6, 2025 are as follows:

Name	Age	Director Since
David Federmann (Chair)	50	2007
Ehud (Udi) Adam	67	2023
Noaz Bar Nir (External Director)	60	2020
Rina Baum	79	2001
Michael Federmann	81	2000
Tzipi Livni	66	2023
Dov Ninveh	77	2000*
Professor Ehood (Udi) Nisan	57	2016
Bilha (Billy) Shapira (External Director)	72	2019

* was not a member of the Board from April to October 2013

The term of office of each director, other than the External Directors, expires at the conclusion of the annual general shareholders meeting to be held during 2025, unless any director's office is vacated earlier in accordance with the provisions of the Companies Law and the Company's Articles of Association. The second three-year term of office for Bilha (Billy) Shapira as an External Director expires in November 2025, and the second three-year term of office for Noaz Bar Nir as an External Director expires in August 2026.

David Federmann. David Federmann has served as chair of the Board since August 2023, after serving as vice chair of the Board since 2015. He has served in various management capacities at Federmann Enterprises Ltd. (FEL), a privately-owned Israeli company, since 2000. FEL, directly and through subsidiaries, holds a diversified portfolio of investments, including ownership of approximately 43.90% of the Company's outstanding shares. FEL also has ownership interests in Dan Hotels Ltd. (Dan Hotels), an Israeli hotel chain, Freiberger Compound Materials GmbH (Freiberger), a German company engaged in the supply of materials for the semi-conductor industry, and several financial, real estate and venture capital investments. David Federmann currently serves as chair of the board of Freiberger and as a member of the boards of directors of Dan Hotels, BGN Technologies Ltd. (the technology transfer company of Ben-Gurion University), and several other private companies. David Federmann is the son of Michael Federmann, who may be considered our controlling shareholder. Mr. David Federmann holds a bachelor's degree in mathematics and philosophy from New York University.

Ehud (Udi) Adam. Ehud (Udi) Adam has served as a strategic consultant to various public and private companies in the technology sector since June 2020. From 2008 until 2013, Mr. Adam served as the CEO of the Nuclear Research Center-Negev. From 2016 until May 2020, Mr. Adam served as director general of the Israeli Ministry of Defense. Since 2020, Mr. Adam has served as a director of Arma Ferrea Ltd., a company that develops and manufactures reactive armor systems, and as a director of Arma Kinetica Ltd., a company in the field of kinetic energy solutions. Since 2020, he has also served as chair of the board of Armalux Ltd., a company that engages in the field of laser systems and, since 2022, as chair of the board of Ecology for Protected Community Ltd., a company that employs people with special needs to collect electronic waste. Since 2021, Mr. Adam has served as the chair of a public committee of the Geophysical Institute of Israel and, since 2011, as president of "Midor Ledor", a non-profit community association. In 2016, Mr. Adam served as chair of the board of IMI Systems Ltd., formerly an Israeli government owned defense company later acquired by the Company. Mr. Adam served in the Israeli Defense Forces (IDF) for 31 years, where he holds the rank of major general (reserves), and served as head of the Technological and Logistics Directorate and as head of the Northern Command. Mr. Adam holds a bachelor of arts degree in political science and government from Bar-Ilan University in Ramat Gan, Israel and a master's degree in military and strategic leadership from Ecole de Guerre Paris. Mr. Adam serves as chair of the Company's Corporate Governance and Nominating Committee and as a member of the Company's Compensation Committee and the Audit and Financial Statements Review Committee.

Noaz Bar Nir. (External Director). Mr. Bar Nir has served as a business consultant for various private and public entities in the areas of medicine and tourism since 2019 and is a lecturer on health systems management in the Netanya Academic College. Noaz Bar Nir has served since 2022 as a director of Yad Ben-Zvi, a research institute established to promote Zionist educational and cultural activities. He also served as a director of Remedor Biomed Ltd., a company specializing in advanced treatment of wounds, from 2016 to 2017 and from 2018 to 2023, and of Radio Ashams FM Ltd., a regional radio station located in northern Israel, since 2019. From 2018 until the end of 2022, he served as a director of Genefron Ltd., a company in the field of genomic-based personal medicine. From 2017 to 2018, Mr. Bar Nir served as CEO of Clalit Health Services Ltd. (Clalit), Israel's largest health organization, and as chair of the boards of Clalit's subsidiaries S.L.H Medical Services Ltd., Mor – The Institution of Medical Information Ltd. and Clalit - Medical Engineering Ltd. From 2009 to 2017, he served in various senior executive positions and as chair of several companies in the fields of health and tourism, including as chief executive officer of the Israel Hotel Association from 2015 to 2017, as CEO of Harokeah Ltd., a network of pharmacies from 2014 to 2015, as chair of the board of Shfayim Hotel Ltd. and Shfayim Park Ltd. from 2013 to 2015 and as director general of the Israeli Ministry of Tourism from 2009 to 2013. Prior to that, Mr. Bar Nir held various financial positions, including as chief financial officer of Clalit from 2002 to 2008, and as head of the budgets, economics and cost accounting department of Clalit from 1996 to 2002. From 1991 to 1995, he held several positions in the Israeli Ministry of Finance. From 2005 to 2007 he served as a member of the investments committee of Clal Pension and Gemel Ltd. In addition, from 1993 to 2017, he served as a director in several entities, including among others Dikla Insurance Company Ltd. Mr. Bar Nir holds a bachelor's degree in economics and an MBA, with proficiencies in financing, information systems and accounting, from the Hebrew University of Jerusalem, Israel. Mr. Bar Nir serves as chair of the Company's Audit and Financial Statements Review Committee and as a member of the Company's Compensation Committee and the Corporate Governance and Nominating Committee. He is considered by the Board to have accounting and financial expertise under the Companies Law and is designated as an audit committee financial expert in accordance with SEC rules.

Rina Baum. Rina Baum is vice president of FEL and has served as a director and CEO of Uni-bit Insurance Agency (1983) Ltd. since 1990. She currently serves as a director of Dan Hotels and as chairman and director of Etanit Building Products Ltd. (Etanit). She also holds other managerial positions with investee companies of FEL. Mrs. Baum holds a law degree (LL.B) from the Hebrew University.

Michael Federmann. Michael Federmann served as chair of the Board between 2000 and August 2023. Since 2002 he has served as chair and CEO of FEL, where he held managerial positions since 1969. Mr. Federmann also serves as a director of Dan Hotels and of Freiberger. He serves as the president of the Germany - Israel Chamber of Industry and Commerce, was awarded the Order of Merit of the Federal Republic of Germany and is an Honorary Commander of the Order of the British Empire (CBE). Michael Federmann may be considered our controlling shareholder and is the father of David Federmann, the chair of the Board. Mr. Michael Federmann holds a bachelor's degree in economics and political science from the Hebrew University, which has also awarded him an honorary doctorate in philosophy.

Tzipi Livni. Tzipi Livni has served as an external director of Bezeq the Israeli Telecommunication Corp. Ltd., the largest telecommunications company in Israel, and as a director of its subsidiaries – Bezeq International Ltd., Yes TV and Communications Services Ltd. and Pelephone Communications Ltd., each since April 2021. Mrs. Livni has also served as a director of the Institute for National Security Studies, a research institution affiliated with Tel Aviv University, since June 2021, and has been a member of the advisory board of Seevix Material Sciences Ltd., a biotechnology company, since October 2021. Since March 2023, Mrs. Livni has served as a member of the board of trustees of Nizami Ganjavi International Center, a non-profit organization that promotes collaboration among different cultures and civilizations and, since 2018, she has served as a member of the board of trustees of the International Crisis Group. Mrs. Livni is a member of the Aspen Cybersecurity Group and previously served as a member of the Multinational Cyber Action Committee. Mrs. Livni also serves as a member of the global steering committee of Campaign for Nature and the Aspen Ministers Forum. Mrs. Livni is also an international speaker and strategic advisor and was a fellow at the Kennedy School of Government at Harvard University in Boston in 2019. Between 1999 and 2019, Mrs. Livni held various political and ministerial positions in Israel, including the Minister of Foreign Affairs and Vice Prime Minister, Minister of Justice, Minister of Regional Cooperation, Minister of Immigrants Absorption, Minister of Housing and Construction and Minister of Agriculture, and was a member of the Security Cabinet and leader of the opposition in the Israeli Knesset. Prior to this time, she was Head of the Government Companies Authority and practiced law. Tzipi Livni holds a law degree (LL.B.) from Bar-Ilan University. Mrs. Livni serves as a member of the Company's Audit and Financial Statements Review Committee.

Dov Ninveh. Dov Ninveh served as chief financial officer and a manager of FEL from 1994 until 2020 and as the general manager of Heris Aktiengesellschaft from 2012 until 2021. He currently serves as a member of the board of directors of Freiberger. Mr. Ninveh served as a director of Dan Hotels from 2003 until 2022 and as a member of the board of directors of Etanit from 1994 until 2023. From 1996 until 2000 he served as director of Elop Electro-Optic Industries Ltd. (Elop) and from 1989 to 1994, he served as deputy general manager of Etanit. Mr. Ninveh holds a bachelor of science degree in economics and management from the Technion – Israel Institute of Technology (the Technion) in Haifa, Israel.

Professor Ehood (Udi) Nisan. Prof. Ehood (Udi) Nisan is a professor in the School of Public Policy and Government of the Hebrew University. He is an External Director of Harel Insurance Finance Services Ltd. and Rekah Pharmaceutical Industry Ltd. He is also a member of the board of Bezalel Academy of Art and chair of its finance committee and a member of the audit committee of Azrieli College of Engineering Jerusalem. Since 2023, Prof. Nisan has served as the chairman of the Hebrew University Assets Company Ltd. From 2014 until 2021, he served as a member of the board of the Jerusalem Biblical Zoo. From 2013 to 2016, he was the chair of the board of directors of Delek, The Israel Fuel Corporation Ltd. From 2009 to 2011, Prof. Nisan was the director of the national budget department of the Israeli Ministry of Finance, and from 2007 to 2009, he served as the director of the Government Companies Authority. Prior to that, he served in various executive positions in the Israeli Ministry of Finance and served as a member and chair of several government and public committees, including as the CEO of the Jerusalem Development Authority. Prof. Nisan holds bachelor's and master's degrees in economics and business administration, and a PhD in public economics and policy from the Hebrew University. During 2006 - 2007, Prof. Nisan completed his post-doctoral studies at the Kennedy School of Government at Harvard University, where he was also a Senior Fellow in 2011 - 2012. Prof. Nisan serves as a member of the Company's Audit and Financial Statements Review Committee. He is considered by the Board to have accounting and financial expertise under the Companies Law and is designated as an audit committee financial expert in accordance with SEC rules.

Bilha (Billy) Shapira (External Director). Mrs. Bilha (Billy) Shapira serves as a member of the board of governors of the Azrieli College of Engineering, the boards of several non-profit organizations in Israel and the board of governors of the Hebrew University. She is also a consultant for TABI Learning Technologies Ltd., a start-up company in the field of pedagogical instruments for students with learning and sensory integration disorders. From 2020 until 2024 she served as a member of the audit committee of the Azrieli College of Engineering. From 2018 until 2020, she was the head of the Israeli branch of Helmholtz Association of German Research Centers, a German association with centers worldwide that promotes research collaboration between German institutions and industries and foreign academic institutions, industrial entities and governmental research bodies. From 2009 until 2017, Mrs. Shapira served as vice president and CEO of the Hebrew University and as the CEO of VERA - the Association of Heads of Universities in Israel. Prior to that, she served for 36 years in various management capacities at the Hebrew University. Mrs. Shapira holds a bachelor's degree in Russian studies and international relations and a master's degree in administration and public policy from the Hebrew University. Mrs. Shapira serves as chair of the Company's Compensation Committee and is a member of the Company's Audit and Financial Statements Review Committee and the Corporate Governance and Nominating Committee. She is considered by the Board to have professional competence under the Companies Law.

Executive Officers

Our executive officers, who are the President and CEO and the Executive Vice Presidents who report to the President and CEO, as of March 6, 2025, are as follows:

Name	Age	Position
Bezhalel Machlis	61	President and Chief Executive Officer
Jonathan Ariel	68	Executive Vice President – Chief Legal Officer
Boaz Cohen	60	Executive Vice President – Marketing and Business Development North America, Australia and New Zealand
Haim Delmar	55	Executive Vice President – General Manager C4I and Cyber
Michael Edelstein	58	Executive Vice President – Strategy and Business Development Israel
Dr. Shelly Gordon	64	Executive Vice President – Chief Human Resources Officer
Dr. Yaacov Kagan	60	Executive Vice President – Chief Financial Officer
Ran Kril	54	Executive Vice President – International Marketing and Business Development
Yuval Ramon	59	Executive Vice President – Chief Operating Officer
Oren Sabag	51	Executive Vice President – General Manager ISTAR and EW
Yoram Shmuely	64	Executive Vice President – General Manager Aerospace
Yehuda Vered	67	Executive Vice President – General Manager Land
Yehoshua Yehuda	58	Executive Vice President – Strategy and Chief Technology Officer

Bezhalel Machlis. Bezhalel Machlis has served as the Company's President and CEO since 2013. From 2008 until 2012, he served as executive vice president – general manager land and C4I, after serving as corporate vice president – general manager land systems and C4I since 2004. In 2003, he served as corporate vice president – general manager ground, C4I and battlefield systems. From 2000 until 2002, he served as vice president – battlefield and information systems. Mr. Machlis joined Elbit Ltd. in 1991 and held various management positions in the battlefield and information systems area. Prior to that, he served as an artillery officer in the IDF, where he holds the rank of colonel (reserves). Mr. Machlis holds a bachelor of science degree in mechanical engineering and a bachelor of arts degree in computer science from the Technion and an MBA from Tel Aviv University, Israel. He is a graduate of Harvard University Business School's Advanced Management Program in Boston.

Jonathan Ariel. Jonathan Ariel has served as Executive Vice President – Chief Legal Officer since 2012, after serving as senior vice president – general counsel since 2008. He joined Elbit Systems in 1996 and has held several positions within the legal department, including vice president – general counsel of Elbit Systems Electro-Optics Elop Ltd. Prior to joining Elbit Systems, Mr. Ariel served as a legal advisor both in-house and in private law firms in Israel and the U.S. Mr. Ariel holds a law degree (LL.B.) from Tel-Aviv University. He is admitted to the Israeli Bar.

Boaz Cohen. Boaz Cohen was appointed Executive Vice President – Marketing and Business Development North America, Australia and New Zealand in 2021 and 2023, respectively. Prior to that, since 2013 he served as senior vice president – land systems. After retiring from the IDF as a colonel in the Armored Corps in 2007, Mr. Cohen joined Elbit Systems and held various management positions in the land and C4I areas. Mr. Cohen holds a bachelor of arts degree in management and economics from Haifa University, Israel and is a graduate of Harvard University Business School's Advanced Management Program.

Haim Delmar. Haim Delmar was appointed Executive Vice President – General Manager C4I and Cyber in 2018, after serving as senior vice president - C4ISR and HLS since 2009. Mr. Delmar joined Elbit Systems in 1993 and held various engineering and management positions in the battlefield and information systems area. From 2000 until 2004, he served in executive positions at Utopy Inc. and Mobilitec Inc. in the telecommunication and data mining fields, returning to Elbit Systems in 2004. Mr. Delmar holds a bachelor of science degree in computer engineering from the Technion and is a graduate of Harvard University Business School's Advanced Management Program.

Michael Edelstein. Michael (Miki) Edelstein was appointed Executive Vice President – Strategy and Business Development Israel in 2022. Mr. Edelstein joined Elbit Systems in 2021 as senior vice president – strategy and business development Israel. Prior to that, Mr. Edelstein served for 34 years in the IDF, where he holds the rank of Major General (reserves), in a variety of positions, including command of several combat units and as Defense Attaché to the U.S. In 2020 he was awarded the Legion of Merit medal by the U.S. Secretary of Defense. Mr. Edelstein holds a bachelor degree in law and business management from Reichman University in Herzliya, Israel and a Master's degree in national resources management from the National Defense University in Washington, D.C. and is a graduate of the International Security Program at the Kennedy School of Government at Harvard University.

Dr. Shelly Gordon. Dr. Shelly Gordon was appointed Executive Vice President – Chief Human Resources Officer shortly after joining Elbit Systems in 2015. From 2012 until joining Elbit Systems, she headed executive education at the Interdisciplinary Center Herzliya. From 2005 until 2012, Dr. Gordon served as vice president – organizational development and talent management at Amdocs Limited and served as vice president – human resources at Elite Confectionary Ltd. from 2000 until 2005. Prior to that, she worked as an independent consultant with management teams and senior managers, leading major transformations in varied organizations and industries. Dr. Gordon received a bachelor's degree in education and art from the Hebrew University, a bachelor's degree in psychology from Tel-Aviv University and a doctorate in management studies from the University of Hertfordshire in the U.K.

Dr. Yaacov Kagan. Dr. Yaacov (Kobi) Kagan was appointed Executive Vice President – Chief Financial Officer, in 2022. He was appointed in 2018 as deputy general manager and senior vice president – finance and control in Elbit Systems Land, and from 2010 to 2018 he served as Elbit Systems Land and C4I's vice president – finance and control. Dr. Kagan joined Elbit Systems in 2008 as a sales director at Elbit Systems Land and C4I. Prior to that, Dr. Kagan served for 26 years in the Israeli Navy, where he holds the rank of a naval captain (reserves), and in the IMOD, in a variety of positions, including the Head of the Navy's budget department. Dr. Kagan holds a bachelor of arts degree in economics and business administration, an MBA in business administration and a PhD in economics from Bar-Ilan University, and is a graduate of Harvard University Business School's Advanced Management Program.

Ran Kril. Ran Kril was appointed Executive Vice President – International Marketing and Business Development in 2015. From 2013 until his current appointment, he served as aerospace vice president – marketing and sales, after serving as aerospace vice president – sales and contracts since 2007. He joined Elbit Systems in 1997 and held various senior positions in aerospace's marketing, sales and finance departments. Mr. Kril holds a bachelor of science degree in economics and management from the Technion and a master of science of management degree from the Polytechnic University of New York.

Yuval Ramon. Yuval Ramon was appointed Executive Vice President – Chief Operating Officer in 2015. From 2014 until his current appointment, he served as vice president – corporate operations. From 1998 to 2013, he served in a number of management positions in Elbit Systems of America, including as senior vice president of operations, site lead at the Merrimack operations and director of sales and contracts for the Fort Worth operations. He joined Elbit Systems in 1994 as a sales and contract manager. Mr. Ramon holds a bachelor of science degree in industrial engineering and economics from the Technion.

Oren Sabag. Oren Sabag was appointed Executive Vice President – General Manager ISTAR and EW in 2022, after serving as executive vice president – co-general manager ISTAR and EW since 2021. From 2014 to 2021, he served as C4I and Cyber senior vice president – radios and secure communications. From 2011 to 2013, he served as vice president for engineering – land and C4I. Mr. Sabag joined Elbit in 1998 and held various engineering and management positions. Mr. Sabag holds a bachelor of science degree in computer engineering from the Technion and an MBA in business management from Haifa University.

Yoram Shmuely. Yoram Shmuely has served as Executive Vice President – General Manager Aerospace since 2013, after serving as executive vice president – co-general manager aerospace since 2008. From 2003 to 2007, Mr. Shmuely served as corporate vice president – co-general manager airborne and helmet systems. He served as corporate vice president and general manager – helmet-mounted systems from 2000 until 2003. From 1998 until 2000, he was vice president – helmet-mounted systems. From 1996 until 1998, he served as president of a U.S. subsidiary of Elbit Systems. Mr. Shmuely joined Elbit Ltd. in 1990 and served as director of Elbit Ltd.'s helmet-mounted display business. He served as a fighter aircraft pilot in the Israeli Air Force (IAF). Mr. Shmuely holds a bachelor of science degree in electronic engineering from the Technion.

Yehuda Vered. Yehuda (Udi) Vered has served as Executive Vice President – General Manager Land since 2018, after serving as executive vice president – general manager land and C4I since 2013. From 2009 until 2013, Mr. Vered served as executive vice president – service solutions as well as vice president – marketing land and C4I. From 2004 to 2008, he served as land and C4I chief financial officer and vice president for contracts and sales. Mr. Vered joined Elbit Systems in 2003 as ground, C4I and battlefield systems vice president – contracts and sales and chief financial officer. Before that, he served as an aircrew officer in the IAF, where he holds the rank of colonel (reserves). Mr. Vered holds a bachelor of arts degree in management and economics from Tel-Aviv University, an M.B.A from Ben-Gurion University and is a graduate of Harvard University Business School's Advanced Management Program.

Yehoshua Yehuda. Yehoshua (Shuki) Yehuda was appointed Executive Vice President – Strategy and Chief Technology Officer in 2020. From 2016 until his current appointment, he served as executive vice president – chief technology officer. From 2008 until 2016, he served as Elisra's vice president and chief technology officer as well as general manager – radar solutions business unit. Prior to that he served in a number of management positions in Elisra, which he joined in 2000. Prior to joining Elisra, Mr. Yehuda served as an officer in the IDF, holding command positions in the Intelligence Corps. Mr. Yehuda holds a bachelor of science degree in electrical engineering from Tel-Aviv University and a master of science degree in neural computation from the Hebrew University. He is a graduate of Harvard University Business School's Advanced Management Program.

Compensation of Directors and Executive Officers

Compensation Policy

Pursuant to the Companies Law, a public company such as Elbit Systems is required to adopt a compensation policy regarding the terms of office and employment of its Office Holders (as defined in the Companies Law) (generally Elbit Systems' directors and executive officers), including compensation, equity-based awards, exemption from liability, indemnification and insurance, severance and other benefits (Employment Terms).

In addition, pursuant to the Companies Law, every three years a compensation policy needs to be re-approved by the board of directors, following the recommendation of the compensation committee, and re-approved by the company's shareholders, by a Special Uninterested Majority. Special Uninterested Majority means the affirmative vote of a majority of the voting power in the company present at the respective meeting either in person, by proxy or by a voting instrument, and voting on the respective resolution, provided that, either: (a) such majority includes a majority of the shareholders who are not controlling shareholders of the company and do not have a "Personal Interest" in the approval of the respective resolution (disregarding abstentions) or (b) the total number of shares of the shareholders referred to in (a) above that are voted against the approval of the proposed resolution does not exceed two percent (2%) of the total voting rights in the company. For the definition of Personal Interest see Item 10. Additional Information – Approval of Certain Transactions – Personal Interest and Extraordinary Transactions.

At the Extraordinary General Meeting of Shareholders held on September 19, 2024, our shareholders, following a favorable recommendation of the Compensation Committee of the Board (the Compensation Committee) and the approval of the Board, approved an amended compensation policy applicable to Employment Terms and arrangements with our Office Holders (the Compensation Policy). For further information, please see the Compensation Policy filed as Exhibit 4.3 to this annual report.

In accordance with the provisions of the Companies Law as set forth above, the Compensation Policy is in effect for a three-year period ending in September 2027 or as otherwise may be mandated from time to time by the Companies Law.

For further information about the approval of Employment Terms of our Office Holders, see Item 10. Additional Information – Approval of Certain Transactions – Approval of Employment Terms of Office Holders.

Compensation of Directors and Executive Officers

Aggregate Compensation to Directors and Executive Officers

The following table sets forth the aggregate compensation costs for all of our directors and executive officers as a group for the fiscal year ended December 31, 2024: (U.S. dollars in thousands)*

	Salaries, Directors' Fees Commissions and Bonuses	Pension, Retirement and Similar Benefits
All directors (consisting of 9 persons)	$ 611	$ —
All executive officers (consisting of 13 persons)	$ 10,869	$ 1,522

*For information regarding the value of equity awards to the directors and executive officers, see below "2018 Equity Incentive Plan for Executive Officers and Equity Plans in Other Entities".

Directors Fees

In accordance with the Compensation Policy and with the Israeli Companies Regulations (Relief from Related Parties' Transactions), 5760-2000, the Compensation Committee and the Board approved payment to the Company's directors (including to Michael Federmann who may be considered a controlling shareholder of the Company, and his son David Federmann), in accordance with maximum regulatory rates payable to External Directors under Israeli law for companies similarly classified based on their shareholding equity, which rates are also paid to the Company's External Directors, as well as reimbursement of expenses in accordance with Israeli law and the Company's procedures, which are also paid to the Company's External Directors. As a result, each of the Company's directors is and will be entitled to an annual fee of approximately NIS 120,125 (equal to approximately $32,900) and a per meeting fee of approximately NIS 4,625 (equal to approximately $1,270), which reflect the above-mentioned fee levels, linked to the Israeli CPI.

2018 Equity Incentive Plan for Executive Officers and Equity Plans in Other Entities

In 2018, our Board approved the 2018 Equity Incentive Plan for Executive Officers (the 2018 Option Plan). See below "Share Ownership – Elbit Systems' Stock Option Plans – 2018 Equity Incentive Plan for Executive Officers". In 2024 we granted 830,000 options to executive officers under the 2018 Option Plan, each with an exercise price of $197.82 per option and expiring on December 19, 2028. Of these, 150,000 options granted to our President and CEO are performance-based options that have a special condition for vesting, with such options automatically expiring on September 19, 2026 if the special condition is not met by such date (Performance-Based Options). For additional information, see our Proxy Statement filed with the SEC on August 15, 2024 (the August 2024 Proxy Statement).

In 2024 we recorded an amount of approximately $4.7 million as compensation costs related to options granted to our executive officers under the 2018 Option Plan. See Item 18. Financial Statements Note 22.

In 2024, we recorded an amount of approximately $0.01 million as compensation costs related to options granted to our executive officers prior to 2024 in start-up entities or similar ventures under their plans (whether by allocation of options by the start-up entities themselves or by allocation of shares or options to purchase shares of such start-up entities which are held by the Company) (Options in Other Entities).

Cash Bonuses

Elbit Systems has implemented an annual pay-for-performance bonus plan (Annual Bonus) based on pre-determined criteria that aims to align and unify our executive officers in reaching Elbit Systems' short and long-term goals. Annual Bonuses are, therefore, a strictly pay-for-performance element, as payout eligibility and levels are determined based on financial, business and operational results, as applicable, as well as individual performance. Payment of the Annual Bonus is also subject to the fulfillment of preconditions as described in our Compensation Policy. Our executive officers may also be granted other cash bonuses from time to time which are discretionary, subject to required approvals. For additional information, see the Compensation Policy filed as Exhibit 4.3 to this annual report and the August 2024 Proxy Statement.

Other Compensation

In addition to payment of monthly salary, bonuses and options, our executive officers are entitled to reimbursement of travel and certain other expenses in a manner similar to other employees and other benefits as described in our Compensation Policy.

Office Holders of the Company, including our directors and executive officers, are also covered by our D&O liability insurance policy and are entitled to indemnification and exemption from certain liabilities, in accordance with our Restated Articles of Association (the Articles of Association) and pursuant to indemnification and exemption letters as approved by our shareholders. For additional information, see Item 10. Additional Information – Exemption, Insurance and Indemnification of Directors and Officers.

Compensation of Five Most Highly Compensated Office Holders

The following describes the compensation of our five most highly compensated Office Holders with respect to the year ended December 31, 2024. All amounts specified are in terms of cost to the Company as recorded in our financial statements.

Compensation for each of the specified Office Holders is indicated in terms of the following types of compensation costs:

(1) **Salary Costs.** Salary Costs include gross salary and, if and to the extent applicable to a respective Office Holder, social and other benefits such as vacation days, sick days, convalescence pay, monthly remuneration for a study fund, contributions made by the Company on behalf of the Office Holders to an insurance policy or a pension fund, contributions by the Company on behalf of the Office Holders towards work disability insurance, retirement and termination of service benefits and other benefits such as company car and communication costs. U.S. dollar amounts indicated for Salary Costs are based on the exchange rate of 3.688, which represents the average weighted U.S. dollar – NIS exchange rate for the date of payments for each of the months during 2024 (Average Exchange Rate).

(2) **Bonus Costs.** Bonus Costs represent bonuses (Annual Bonuses, managerial evaluation and/or special bonuses, as the case may be) recorded in connection with the Office Holders with respect to the year ended December 31, 2024. U.S. dollar amounts indicated for Bonus Costs are based on the Average Exchange Rate.

(3) **Stock Option Costs.** Stock Option Costs are costs recorded with respect to the year ended December 31, 2024 related to the 2018 Option Plan and to Options in Other Entities. See above "Aggregate Compensation to Directors and Executive Officers" and "2018 Equity Incentive Plan for Executive Officers and Equity Plans in Other Entities" and below "Share Ownership – Elbit Systems' Stock Option Plans – 2018 Equity Incentive Plan for Executive Officers" and Item 18. Financial Statements – Notes 22C and 22D.

The five most highly compensated Office Holders in 2024 were as follows (U.S. dollar amounts are in thousands, except for per option data):

(1) *Bezhalel Machlis – President and CEO.* Compensation costs recorded for Mr. Machlis in 2024 included: $2,434 in Salary Costs, $1,588 in Bonus Costs and $1,382 in Stock Option Costs.

At the Annual General Meeting of Shareholders held on September 19, 2024, following the recommendation of the Compensation Committee and the Board, our shareholders approved amended employment terms for Mr. Machlis (Amended Employment Agreement). Under the Amended Employment Agreement, the principal amendments to Mr. Machlis' employment terms are as follows:

Monthly Base Salary: Beginning with his salary for September 2024, Mr. Machlis is entitled to a gross monthly salary of NIS 300,000 (equal to approximately $82), adjusted to reflect the increase in the Israeli CPI published on September 15, 2024, in comparison to the Israeli CPI published on January 15, 2024. Thereafter, the salary will be updated once every 12 months, with the first update to be made with respect to his salary for the month of September 2025, in accordance with the increase in Israeli CPI.

Equity Based Compensation: Mr. Machlis was granted 400,000 options issued under the 2018 Option Plan with an exercise price of $197.82 per option and an expiration date of December 19, 2028. 150,000 of such options are Performance-Based Options, subject to a special condition for vesting and automatic early expiration on September 19, 2026 if the special condition is not met by such date.

Cash Bonus: No change was made in respect of the formula for determining Mr. Machlis' annual bonus, which is subject to certain preconditions set forth in the Company's compensation policy, and to a maximum annual amount of $2,000. The grant of a special bonus is subject to certain limitations, including that the Variable Compensation of the CEO may not exceed, on an annual basis, the aggregate of the "Maximum CEO's Annual Bonus" and "Maximum CEO's Equity Amount", as such terms are defined in the Company's compensation policy.

The Amended Employment Agreement also includes components previously approved by shareholders, such as certain social and other benefits, termination arrangements, insurance, exemption and indemnification provisions. For further information on the Amended Employment Agreement, see the proxy statements filed with the SEC on March 22, 2016, March 3, 2021 and the August 2024 Proxy Statement, in regard to general meetings of Company shareholders.

(2) *Yehuda Vered - Executive Vice President – General Manager Land.* Compensation costs recorded for Mr. Vered in 2024 included: $749 in Salary Costs, $466 in Bonus Costs and $357 in Stock Option Costs.

(3) *Yoram Shmuely - Executive Vice President – General Manager Aerospace.* Compensation costs recorded for Mr. Shmuely in 2024 included: $860 in Salary Costs, $154 in Bonus Costs and $357 in Stock Option Costs.

(4) *Jonathan Ariel - Executive Vice President – Chief Legal Officer*. Compensation costs recorded for Mr. Ariel in 2024 included: $625 in Salary Costs, $111 in Bonus Costs and $333 in Stock Option Costs.

(5) *Oren Sabag - Executive Vice President – General Manager ISTAR and EW*. Compensation costs recorded for Mr. Sabag in 2024 included: $524 in Salary Costs, $111 in Bonus Costs and $372 in Stock Option Costs.

Board Practices

Appointment of Directors

Our directors, other than our External Directors, are generally elected by the shareholders at the annual general meeting of shareholders. Their term of office is until the conclusion of the next annual general meeting of shareholders, which is held at least once every calendar year but not more than fifteen months after the previous annual general meeting of shareholders. According to our Articles of Association, the approval of our shareholders at a general meeting is generally required to remove any of our directors from office. Between annual general meetings of shareholders our Board may appoint new directors to fill vacancies. The External Directors are elected at a general meeting of shareholders as described under "External Directors" below. Our Articles of Association authorize a maximum of seventeen directors, a minimum of five directors and, unless otherwise determined by our Board or approved by our shareholders, the number of directors will be nine.

The Companies Law requires the board of directors of a public company, after considering the company's type and size and the scope and complexity of its activities, to determine the minimum number of directors on the board having "financial and accounting expertise" as defined in the Companies Law. Our Board has adopted a policy pursuant to which it will include a minimum of two directors having financial and accounting expertise as defined under the Companies Law. Currently our Board has two directors who are considered by the Board to have financial and accounting expertise: Mr. Bar Nir and Prof. Nisan. In addition, the Companies Law provides that a person will not be elected and will not serve as a director in a public company if he or she does not have the required qualifications and the ability to dedicate an appropriate amount of time for the performance of his or her director position in the company, taking into consideration, among other factors, the special needs and size of the company. A general meeting of shareholders of a company whose shares are publicly traded, at which the election of a director is to be considered, will not be held, and a director will not be elected, unless:

(1) the nominee has declared to the company that he or she complies with the above-mentioned requirements;

(2) the details of his or her applicable qualifications are provided;

(3) in case such nominee is an "Independent Director" as defined in the Companies Law (see below), the nominee has also declared that he or she complies with the independence criteria under the Companies Law; and

(4) in case such nominee is an External Director, the nominee has declared that he or she complies with the requirements for External Directors provided under the Companies Law.

Each of our elected directors has declared to our Board that he or she complies with the required qualifications under the Companies Law for appointment as a member of our Board, detailing his or her applicable qualifications, and that he

or she is capable of dedicating the appropriate amount of time for the performance of his or her role as a member of our Board. In addition, Mr. Adam, Mrs. Livni and Prof. Nisan have each declared, and our Audit and Financial Statements Review Committee has determined, that he or she complies with the criteria of an Independent Director under the Companies Law, and Mr. Bar Nir and Mrs. Shapira have each declared that he or she complies with the External Director requirements under the Companies Law.

In addition to the External Directors, under the Companies Law and regulations thereunder, a director in a company such as Elbit Systems, who qualifies as an independent director under the relevant non-Israeli rules relating to independence standards, such as the Nasdaq director independence criteria, may be considered an Independent Director pursuant to the Companies Law if such director meets certain conditions listed in the regulations, and provided such director has been designated as such by the audit committee. The Audit and Financial Statements Review Committee has designated Mr. Adam, Mrs. Livni and Prof. Nisan as Independent Directors under the Companies Law.

The terms of office of Mrs. Shapira and Mr. Bar Nir, the current External Directors on our Board, expire as described under "External Directors" below. The terms of office of the other seven current directors, each of whom was appointed at the Annual General Meeting of Shareholders held in September 2024, expire as described under "Directors and Executive Officers – Board of Directors" above. There are no service contracts or similar arrangements with any director that provide for benefits upon termination of directorship.

We are subject to Nasdaq Stock Market Inc. Listing Rules (the Nasdaq Rules) relating to the composition and practices of our Board. Among other things, these rules require that a majority of our directors be "independent" as defined in the applicable Nasdaq Rules and that our Audit and Financial Statements Review Committee, our Compensation Committee and our Corporate Governance and Nominating Committee each be composed exclusively of such independent directors. We comply with these Nasdaq requirements because (a) of our nine directors, the following five directors are independent under Nasdaq Rules: Ehud (Udi) Adam, Noaz Bar Nir, Tzipi Livni, Prof. Ehood (Udi) Nisan and Bilha (Billy) Shapira and (b) our Audit and Financial Statements Review Committee, our Compensation Committee and our Corporate Governance and Nominating Committee are each composed exclusively of directors who are independent under the Nasdaq Rules. Nominees for appointment or election as a director are recommended by the Board's Corporate Governance and Nominating Committee. See below "Corporate Governance and Nominating Committee".

Substitute Directors. The Articles of Association provide that any director may appoint another person to serve as a substitute director. The substitute director will be subject to the same requirements as the appointing director under the Companies Law.

External Directors

Under the Companies Law, public companies are required to appoint at least two External Directors. Among other requirements, for each public company such as Elbit Systems that is considered to have a controlling shareholder, a person may serve as an External Director if he or she meets the following requirements (the Affiliation Requirements):

(1) if that person is not a Relative (for definition of the term "Relative" see Item 10. Additional Information – Approval of Certain Transactions – Personal Interest and Extraordinary Transactions) of the controlling shareholder of that company and if that person (and each of that person's Relatives, partners and employers), or any person to whom he or she is subordinated (directly or indirectly), or any entity controlled by that person, did not have, on the date of the person's appointment or at any time during the two years preceding that person's appointment as an External Director, any "Affiliation" (as defined in the Companies Law) with any of:

(i) the applicable company;

(ii) the controlling shareholder of the applicable company or any of his or her Relatives on the date of appointment; or

(iii) any entity controlled, on the date of such appointment or at any time within the preceding two years, by the applicable company or by the controlling shareholder of the applicable company;

("Affiliation" means (subject to certain exceptions provided in regulations promulgated under the Companies Law): (a) an employment relationship, (b) a business or professional relationship maintained on a regular basis (excluding insignificant relationships), (c) control and (d) service as an office holder, excluding a director appointed in order to serve as an External Director of a company that is about to offer its shares in an Initial Public Offering.); and

(2) if and so long as:

(i) no conflict of interest exists or may exist between that person's role as a member of the board of directors of the respective company and that person's other positions or business activities; and

(ii) such position or business activities does not impair that person's ability to serve as a director; and

(3) if and so long as:

(i) that person and each of that person's Relatives, partners and employers, or any person to whom he or she is subordinated directly or indirectly or any entity controlled by that person has no business or professional relationships with any of the persons or entities mentioned in (1) above, even if such relationship is not on a regular basis (other than a negligible relationship); and

(ii) no other consideration except as permitted under the Companies Law is paid to that person in connection with that person's position as a director in the relevant company; and

(4) if that person serves also as a member of the board of directors of another company, none of the External Directors of that other company serves at the same time as a member of the board of directors of the respective company; and

(5) if that person is not an employee of a securities authority or a stock exchange in Israel.

In general, at least one External Director must have financial and accounting expertise and the other External Director(s) must have professional competence as described below. However, in companies such as Elbit Systems that are "dually listed" (for example traded on a stock exchange in both Israel and the U.S.), if one or more other directors who meet the independence criteria applicable to members of the audit committee under the foreign applicable law (including stock exchange rules) have been determined by the board of directors to have financial and accounting expertise, then it is permissible for all of the External Directors to have only "professional competence" as described below.

Under the relevant regulations of the Companies Law, a director has financial and accounting expertise if he or she, based on his or her education, experience and qualifications, is highly skilled in respect of, and understands, business accounting matters and financial statements in a manner that enables him or her to have an in-depth understanding of the company's financial statements and to stimulate discussion with respect to the manner in which the financial data is presented. The evaluation of the financial and accounting expertise of a director is to be made by the board of directors taking into account, inter alia, the parameters specified in the relevant regulations of the Companies Law.

A director has "professional competence" if he or she (a) has an academic degree in either economics, business administration, accounting, law or public administration or an academic degree or other advanced degree in the company's main area of business or in a field relevant to such position, or (b) has at least five years' experience in any of the following positions or five years accumulated experience in two or more of them:

(1) a senior position in the business management of any corporate entity with a substantial scope of business;

(2) a senior public office or a senior position in the public service sector; or

(3) a senior position in the field of activity of the company.

The evaluation of the professional competence of a director is to be made by the board of directors.

According to the Companies Law and our Articles of Association, our External Directors serve for a three-year term following which they may stand for up to two additional terms of three years each. Re-election of an External Director for each additional period, beyond the first period, requires that he or she meets the Affiliation Requirements and that he or she:

(1) is recommended for re-election by one or more shareholders holding at least 1% of all voting rights of the relevant company , and has no affiliations as listed in Section 245(a1)(1)(c) of the Companies Law;

(2) is recommended for re-election by the board of directors of the relevant company; or

(3) proposes his or her nomination; and

in each case, the nomination is approved by the general meeting of shareholders of the relevant company with the applicable majority requirements as provided by the Companies Law.

In addition, External Directors in companies such as Elbit Systems that are "dually listed" may stand for re-election for additional terms of up to three years each beyond the first three terms, provided:

(1) the audit committee and the board have each determined that in light of such External Director's expertise and unique contribution to the work of the board and its committees, his or her nomination for an additional term of office is in the best interest of the company;

(2) his or her election was approved by the company's shareholders' by a Special Uninterested Majority, provided that, in this regard, (a) a Personal Interest, excludes a Personal Interest that does not result from such shareholder's relations with the controlling shareholder and (b) the External Director has no affiliations as listed in Section 245(a1)(1)(c) of the Companies Law); and

(3) the term of office of the respective External Director and the reasons of the audit committee and the board for the extension of the term were presented to the company's shareholders prior to their approval.

Our Articles of Association allow the External Directors of the Company to be elected to more than three terms of service. According to the Companies Law, any committee authorized to exercise powers of the Board must include at least one External Director, and all External Directors must be members of the Audit and Financial Statements Review Committee and the Compensation Committee.

Mrs. Shapira and Mr. Bar Nir currently serve as our Board's External Directors. The second three-year term of office of Mrs. Shapira ends in November 2025. The second three-year term of office of Mr. Bar Nir ends in August 2026. Mr. Bar Nir was determined by the Board to have financial and accounting expertise under Israeli law, and Mrs. Shapira was determined by the Board to have the applicable "professional competence" to serve as an External Director.

Audit and Financial Statements Review Committee

Pursuant to Sections 114 and 171(e) of the Companies Law, the Companies Regulations (Provisions and Terms for the Approval Process of the Financial Statements) – 5770 - 2010 (the Financial Statements Regulations), and Rule 5605(c)(1) of the Nasdaq Rules, the Company has established an audit and financial statements review committee (the Audit and Financial Statements Review Committee) as a standing committee of its Board. In accordance with the requirements of the Companies Law and Financial Statements Regulations, the committee may act as either an "audit committee" or "financial statements review committee". Together, in these two frameworks, the Audit and Financial Statements Review Committee performs the duties required under the Nasdaq Rules and the Companies Law to be performed by an "audit committee", as well as the duties required under the Companies Law and the Financial Statements Regulations to be performed by a "financial statements review committee".

Currently, Mr. Bar Nir (chair), Mr. Adam, Mrs. Livni, Prof. Nisan and Mrs. Shapira are members of the Audit and Financial Statements Review Committee. Mr. Ninveh is an observer in the meetings where the committee acts as a financial statements review committee.

SEC and Nasdaq Rules require that our Audit and Financial Statements Review Committee be composed of at least three members, each of whom qualifies as an independent director who must be able to read and understand financial statements. At least one member of such committee must qualify as an "audit committee financial expert" as defined under SEC rules. We comply with these SEC and Nasdaq requirements because each member of our Audit and Financial Statements Review Committee is independent and is able to read and understand financial statements, and our Board has determined that both Mr. Bar Nir and Prof. Nisan qualify as audit committee financial experts.

Audit and Financial Statements Review Committee - Acting as the Audit Committee

In accordance with the Companies Law, an audit committee must consist of at least three directors qualified to serve as members of an audit committee, including all External Directors, and must be comprised of a majority of directors meeting certain independence criteria of the Companies Law. The chair of the audit committee must be an External Director. We comply with these rules because all of the committee members meet the independence criteria of the Companies Law, all of our External Directors are members of the committee and the chair of the committee is an External Director.

In addition to its other roles, under the Companies Law the audit committee of a public company such as Elbit Systems is required:

(1) to locate deficiencies in the administration of the company's business, inter alia, by consulting with the company's internal or external auditors, and to make proposals to the board of directors regarding ways of correcting such deficiencies;

(2) to determine (i) whether a competitive process or other proceedings will be conducted prior to the company engaging in certain transactions, (ii) the classification of certain acts as "material" or "non-material" and certain transactions as "extraordinary" or "non-extraordinary", (iii) how to approve certain transactions that the audit committee deems non-negligible and the types of non-negligible transactions that are subject to approval of the audit committee and (iv) to pre-determine principles and guidelines for the proceedings listed above;

(3) to decide whether to approve acts and transactions requiring the approval of the audit committee under sections 255 and 268 to 275 of the Companies Law;

(4) if the board of directors is to approve the audit plan of the internal auditor – to examine such plan and suggest amendments prior to it being presented to the board of directors;

(5) to oversee the performance of the company's internal auditor and the internal control functions, including the determination whether the internal auditor has sufficient tools and resources required for the performance of his or her duties, taking into account, among other factors, the particular requirements of the company and its size;

(6) to examine the scope and fees of the external auditor; and

(7) to establish a "whistleblower" process for the company.

The Audit and Financial Statements Review Committee, when acting as the audit committee, operates in accordance with a charter that provides the framework for its oversight functions consistent with Israeli and U.S. legal and regulatory requirements. The charter is published on our website.

Audit and Financial Statements Review Committee - Acting as the Financial Statements Review Committee

Pursuant to Nasdaq Rules, the financial statements review committee must oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company. Pursuant to the Israeli Companies Regulations (Financial Statements Approval Procedure), 5770-2010, the financial statements of a public company may be brought for discussion and approval of the board only after a financial statements review committee has discussed and formulated recommendations to the board in connection with:

(1) the estimations and assessments made in connection with the financial statements;

(2) the internal control over financial reporting;

(3) the completeness and adequacy of disclosure in the financial statements;

(4) the accounting and auditing principles and practices, including the accounting policies adopted and accounting treatments applied in the material matters of the company; and

(5) value evaluations, including the assumptions and estimates on which evaluations are based, and the supporting data in the financial statements.

The Audit and Financial Statements Review Committee, when acting as the financial statements review committee, operates pursuant to the terms of a charter that is published on our website. Pursuant to the Israeli Companies Regulations (Financial Statements Approval Procedure), 5770-2010, a financial statements review committee must consist of at least three members, the chair of the committee must be an External Director, and the majority of its members must be directors who meet certain independence requirements of the Companies Law, and, among other criteria, all of its members must be able to read and understand financial statements, with at least one of the independent members having financial and accounting expertise. We comply with such requirements because the chair of the Committee is an External Director, our Committee has five members, all of which meet the independence criteria of the Companies Law and are able to read and understand financial statements and Mr. Bar Nir and Prof. Nisan have been determined by the Board to have financial and accounting expertise. See Item 16A. Audit Committee Financial Expert.

Compensation Committee

Mrs. Shapira (chair), Mr. Adam and Mr. Bar Nir are members of the Board's compensation committee (Compensation Committee). Pursuant to the Companies Law (see above "Compensation of Directors and Executive Officers – Compensation Policy"), the compensation committee of a public company, such as Elbit Systems, is required to consist of at least three members, and all of the External Directors must be members of the committee (one of which to be appointed as the chair) and constitute the majority thereof. The remaining members must be directors who qualify to serve as members of the audit committee as defined in the Companies Law and whose compensation is in accordance with the compensation requirements applicable to the External Directors. Furthermore, all of the Committee members must comply with the independence requirements of the SEC and Nasdaq. All of our Compensation Committee members have been determined to be independent as defined by the applicable Nasdaq Rules and those of the SEC and have been determined to be eligible to be members of a compensation committee in accordance with the Companies Law. The chair of our Compensation Committee is an External Director, and the majority of the Committee members are External Directors.

In addition to its other roles, under the Companies Law the compensation committee of a public company such as Elbit Systems is required:

(1) to recommend to the board of directors the compensation policy for the company's Office Holders to be adopted by the company, and thereafter to recommend to the board of directors, once every three years, regarding any extension or modifications of such compensation policy that had been approved for a period of more than three years;

(2) from time to time to recommend to the board of directors any updates required to the compensation policy and examine the implementation thereof;

(3) to determine whether to approve transactions regarding the Employment Terms of Office Holders, if such transactions require the committee's approval in the circumstances referenced in Section 118B(3) of the Companies Law; and

(4) in certain situations described in the Companies Law, to determine whether to exempt Employment Terms of a candidate for the position of CEO of the company from the requirement to obtain shareholder approval.

According to the Companies Law, Employment Terms of a public company's Office Holders must be approved by the compensation committee and the board. In addition, with respect to Employment Terms of the CEO, a director or any Office Holder where the Employment Terms are not consistent with an approved compensation policy or for an Office Holder who is also considered a controlling shareholder (or such controlling shareholder's Relative), approval by the company's shareholders is also required in accordance with the applicable majority requirements of the Companies Law. For further information see above "Compensation of Directors and Executive Officers – Compensation Policy", and see below Item 10. Additional Information – General Provisions of Israeli Law and Related Provisions of Articles of Association – Office Holders and Item 10. Additional Information – Approval of Certain Transactions – Approval of Employment Terms of Office Holders.

Our Compensation Committee operates in accordance with a Compensation Committee charter that provides the framework for its oversight functions consistent with Israeli and U.S. legal and regulatory requirements, including with the compensation committee Nasdaq Rules. The charter is published on our website.

Corporate Governance and Nominating Committee

Mr. Adam (chair), Mrs. Shapira and Mr. Bar Nir are members of the Board's corporate governance and nominating committee (Corporate Governance and Nominating Committee). This Committee operates in accordance with a Corporate Governance and Nominating Committee charter that specifies its oversight functions consistent with Israeli and U.S. legal and regulatory requirements. The charter is published on our website. The main role of the Corporate Governance and Nominating Committee is to:

(1) advise the Board periodically as it deems appropriate with regard to the composition, functions and performance of the Board and its committees, including Israeli and U.S. legal and regulatory requirements applicable to the Company as a dually listed company that impact the administration and functioning of the Board and the composition of the Board and its committees; and

(2) nominate and recommend members to be elected to the Board.

All of the committee members of such a committee must comply with the independence requirements of the SEC and Nasdaq, and at least one of them must be an External Director under the Companies Law. We comply with such requirements because all of the members of the Corporate Governance and Nominating Committee have been determined to be independent as defined by the applicable Nasdaq Rules and those of the SEC, and two of them are External Directors. In recommending director candidates, our Corporate Governance and Nominating Committee takes into consideration such factors as it deems appropriate based on our current needs.

In addition, while our Board recognizes the benefits of directors serving on the boards of other companies, it believes that the number of such memberships should be reasonably limited in order to allow its members to devote sufficient time to fulfill their duties as directors of the Company. Therefore, as provided in the Corporate Governance and Nominating Committee charter, it is expected that a director will not serve on the boards of more than four other publicly traded companies (academic institutions and non-profit organizations excluded).

Board Committee Membership

Audit and Financial Statements Review Committee:	**Corporate Governance and Nominating Committee:**	**Compensation Committee:**
Noaz Bar Nir (chair)	Ehud (Udi) Adam (chair)	Bilha (Billy) Shapira (chair)
Ehud (Udi) Adam	Noaz Bar Nir	Noaz Bar Nir
Tzipi Livni	Bilha (Billy) Shapira	Ehud (Udi) Adam
Ehood (Udi) Nisan		
Bilha (Billy) Shapira		

Board and Committee Meetings

The Board meets quarterly and at other times during the year as necessary to conduct its activities. The Audit and Financial Statement Review Committee, in each of its roles as either the audit committee or the financial statements review committee, meets at least quarterly, and the Compensation Committee and Corporate Governance and Nominating Committee each meet at least annually. In addition, in accordance with the applicable Nasdaq Rules, our independent directors conduct executive sessions at least twice a year. Each of the committees also meets at additional times during the year as may be necessary to carry out its functions. As determined by our Board, Board members are expected to attend at least 90% of all meetings of the Board and the committees on which they serve (except in cases of unavoidable circumstances). During 2024, the average attendance for Board members at Board and committee meetings was approximately 99%.

Employees

Number of Employees. Most of our employees are based in Israel, and we have a significant number of employees in the United States. The total number of employees worldwide and the number of employees in Israel and the U.S. at the end of 2022, 2023 and 2024 were as follows:

	Total Employees	U.S. Employees	Israel Employees
2024	19,712	3,503	13,930
2023	18,984	3,546	13,200
2022	18,407	3,675	12,686

Employment Contracts. The majority of our Israeli employees have individual employment contracts. However, by law some employees receive rights under a number of general collective bargaining agreements and under Israeli employment laws. See Item 4. Information on the Company – Conditions in Israel – Israeli Labor Laws. We believe our overall relationship with our employees is satisfactory.

Collective Bargaining Agreements. In Israel, several of our subsidiaries are each parties to collective bargaining agreements covering a portion of their employees. A total of approximately 4,600 employees in Israel are covered by such agreements that extend for various periods through 2027. In addition, approximately 600 of the employees at Elbit Systems of America's operations are covered by collective bargaining agreements in effect through various periods through April, 2026.

Share Ownership

As of March 6, 2025, to the Company's best knowledge, the ownership by the members of our Board and by our executive officers of our ordinary shares (either actual ordinary shares or ordinary shares that the person has the right to acquire within 60 days as the result of the exercise of an option), was as follows (in each case, based on information that each applicable person has provided to us):

(1) Michael Federmann, a member of our Board, has the right to control the voting of the 19,580,342 ordinary shares (i.e., approximately 43.90% of our outstanding ordinary shares) that are owned, directly and indirectly, by FEL (the FEL Share Position) and has an indirect economic interest in the FEL Share Position;

(2) David Federmann, the chair of our Board and the son of Michael Federmann, has an indirect economic interest in the FEL Share Position; and

(3) Except as provided above, as of March 6, 2025, no individual director or executive officer beneficially owned (as determined under SEC rules) 1% or more of our outstanding ordinary shares.

For further information on the FEL Share Position, including the indirect economic interests of Michael Federmann and David Federmann, and the shareholdings of other members of the Board and executive officers, see Item 7. Major Shareholders and Related Party Transactions – Major Shareholders – Percentages. The ordinary shares beneficially owned by the above-mentioned persons have the same voting rights as all of our other outstanding ordinary shares.

Elbit Systems' Stock Option Plans

2018 Equity Incentive Plan for Executive Officers

In February 2018, our Board approved the 2018 Equity Incentive Plan for Executive Officers (as may be amended from time to time - the 2018 Equity Plan), for a period of eight years. The purpose of the 2018 Equity Plan is to link the compensation and benefits of our executive officers with the future growth and success of the Company and its affiliates and with long-term shareholder value. Our Board has also approved the appointment of our Compensation Committee as the administrator of the 2018 Equity Plan. Under the 2018 Equity Plan, the Company may allocate options to its Israeli resident executive officers, subject to receipt of approvals as required under Israeli Law (Options). Unless otherwise determined by the plan's administrator, Options are to be exercised using a "Net-Exercise Mechanism", which entitles the recipients to exercise the Options for an amount of shares reflecting only the benefit factor. In 2018, the Board approved a pool of 1,000,000 Options. In February 2021, the Board approved amendments to the 2018 Equity Plan that increased the pool of Options permitted to be granted under the 2018 Equity Plan to 1,500,000 Options (an increase of 500,000 Options) and extended the duration of the 2018 Equity Plan by an additional three years. In February 2024, the Board further increased the pool of Options permitted to be granted under the 2018 Equity Plan to 2,300,000 (an increase of 800,000 Options), and made additional amendments to the 2018 Equity Plan (the Second Amendment), as reflected below.

The Options are granted under the provisions of Section 102 of the Israeli Income Tax Ordinance [New Version] of 1961 with respect to the "capital gain tax route", as well as in compliance with the Israeli Income Tax Rules (Tax Relief in Issuance of Shares to Employees) 2003, as amended from time to time.

The exercise price of an Option is denominated in U.S. dollars and is the higher of:

(1) the average of the closing share price of Elbit Systems ordinary shares on the TASE, during the period of thirty (30) trading days preceding, but not including, the Date of the Board Resolution, converted into U.S. dollars by applying the average representative U.S. dollar - NIS exchange rate during such thirty (30) trading days period; or

(2) the closing share price of our ordinary shares on the TASE on the last trading date preceding the Date of the Board Resolution, converted into U.S. Dollars by applying the representative U.S. dollar - NIS exchange rate most recently published by the Bank of Israel prior to the Date of the Board Resolution.

The Date of the Board Resolution is, unless otherwise determined by the Board, the date on which the grant of the Options was approved by the Board.

The grant date of Options to a recipient is determined to be the latest of (the Grant Date):

(1) the Date of the Board Resolution;

(2) the first trading day after a period of thirty (30) days has elapsed from the date the 2018 Equity Plan is filed with the Israeli Tax Authorities; or

(3) where applicable, the date on which the required corporate approvals have been obtained and/or other conditions set by the Board have been met.

Unless otherwise determined by the Board, the Options under the 2018 Equity Plan vest, subject to continued employment of the participant with the Company or a subsidiary, as follows:

(1) for Options granted prior to the Second Amendment, forty percent (40%) on the second anniversary of the Grant Date, with the remaining sixty percent (60%) of the Options vesting twenty percent (20%) each on the third, fourth and fifth anniversary of the Grant Date, respectively.

(2) for Options granted on or after the Second Amendment, forty percent (40%) on the second anniversary of the Grant Date, with the remaining sixty percent (60%) of the Options vesting thirty percent (30%) each on the third and fourth anniversary of the Grant Date, respectively.

The 2018 Equity Plan includes customary terms such as adjustments for capital modifications (reverse stock split, stock split, etc.), rights offering restructuring (split, merger, etc.). Under the 2018 Equity Plan, vesting of a participant's Options granted prior to the Second Amendment will be fully accelerated in case his or her employment is terminated by the Company without cause within a period of twelve (12) months following any change of control over the Company. The 2018 Equity Plan also allows, subject to approvals of the Compensation Committee and the Board, acceleration, continued vesting and exercisability of the Options, as well as post-termination exercise periods, in case of termination of employment without cause, or as a result of death or disability. For further information on the terms of the 2018 Equity Plan see the Elbit Systems Ltd. 2018 Equity Incentive Plan for Executive Officers filed as Exhibit 4.2.1 to this annual report.

2022 Equity Incentive Plan for Employees

On January 16, 2022, our Board approved the 2022 Equity Incentive Plan for Employees (as may be amended from time to time - the Employees Plan), for a period of seven (7) years. The purpose of the Employees Plan is to enable Elbit Systems to link the compensation and benefits of its employees with the future growth and success of Elbit Systems and its affiliates and with long-term shareholder value, through the creation of a long-term incentive for employees. Our Board has also approved the appointment of our Compensation Committee as the administrator of the Employees Plan. Under the Employees Plan, the Company may allocate options to employees of Elbit Systems and its wholly owned subsidiaries. Unless otherwise determined by the plan's administrator, the options are to be exercised using a "Net-Exercise Mechanism", which entitles the recipients to exercise the options for an amount of shares reflecting only the benefit factor. The Board approved an option pool of 1,100,000 options that may be granted under the Employees Plan. In February 2024, the Board approved an increase of the option pool to 2,050,000 (an increase of 950,000 options that may be granted under the Employees Plan).

Options to Israeli Employees (as defined under the Employees Plan) are granted under the provisions of Section 102 of the Israeli Income Tax Ordinance [New Version] of 1961, with respect to the "capital gain tax route", as well as in compliance with the Israeli Income Tax Rules (Tax Relief in Issuance of Shares to Employees) 2003, as amended from time to time.

The exercise price of an option is denominated in U.S. dollars and is the higher of:

(1) the average of the closing share price of Elbit Systems ordinary shares on the TASE, during the period of thirty (30) trading days preceding, but not including, the Grant Date (as defined below), converted into U.S. dollars by applying the average representative U.S. dollar - NIS exchange rate during such thirty (30) trading days period; or

(2) the closing share price of our ordinary shares on the TASE on the last trading date preceding the Grant Date, converted into U.S. dollars by applying the representative U.S. dollar - NIS exchange rate most recently published by the Bank of Israel prior to the Grant Date.

The Grant Date of options to a recipient is determined to be the later of:

(1) the date on which the grant of the options to a participant was approved by the administrator of the plan; or

(2) the first trading day after a period of thirty (30) days has elapsed from the date the Employees Plan is filed with the Israeli Tax Authorities; unless otherwise determined by the Board or required under applicable law.

Granted options vest, subject to continued employment of the participant with the Company or a subsidiary, as follows: forty percent (40%) on the second anniversary of the Grant Date, with the remaining sixty percent (60%) of the Options vesting thirty percent (30%) each on the third and fourth anniversary of the Grant Date, respectively.

The Employees Plan includes customary terms such as adjustments for capital modifications (reverse stock split, stock split, etc.), and rights offering restructuring (split, merger, etc.). The Employees Plan also allows, subject to approvals as set forth in the Employees Plan, acceleration, continued vesting and exercisability of the options, as well as post-termination exercise periods, in case of termination of employment without cause, or as a result of death or disability. For further information on the terms of the Employees Plan see the Elbit Systems Ltd. 2022 Equity Incentive Plan for Employees filed as Exhibit 4.2.2 to this annual report.

2018 Phantom Bonus Retention Plan

In 2018, our Board approved a "Phantom" Bonus Retention Plan for Senior Managers (the 2018 Phantom Plan). The purpose of the 2018 Phantom Plan is to strengthen the alignment of the interests of certain senior managers with those of the Company and its subsidiaries, and their willingness to continue to work at the Company and its subsidiaries, in order to advance the Company's growth and profitability, through the creation of a long-term incentive for senior managers.

Under the 2018 Phantom Plan, phantom bonus units (2018 Plan Units) were granted to senior managers with three annual tranches, each tranche comprised of a number of units which entitle the recipient to the right to receive the financial benefit deriving from increases in the value of the Company's shares during the applicable periods, as specified in the 2018 Phantom Plan. 2018 Plan Units are calculated separately for each tranche, and the total accrual period for each tranche is three years from the respective determination date of the applicable 2018 Plan Units.

At the end of the twelve-month period during the 2018 Plan Units accrual period for each tranche (Yearly Calculation Period), the Company calculates the annual benefit amount of the 2018 Plan Units for such Yearly Calculation Period (Annual Benefit Amount) by multiplying the number of 2018 Plan Units included in the tranche by the difference between (i) the initial value, i.e. the average of the closing share prices of a Company share on the TASE, during the period of thirty (30) trading days preceding the beginning of the respective period, and (ii) the year-end value of the respective Yearly Calculation Period, i.e. the average of the closing share prices of a Company share on the TASE, during the period of thirty (30) trading days preceding the end of the relevant Yearly Calculation Period; provided such amount is positive.

The accrued benefit amount for the 2018 Plan Units (Accrued Benefit Amount) in each yearly tranche is the sum of all three Annual Benefit Amounts. Except in certain circumstances described in the 2018 Phantom Plan, the Accrued Benefit Amount of a tranche is paid to the recipient following the end of the third Yearly Calculation Period of the respective tranche, provided that the recipient remains an employee of the Company. The benefits received under the 2018 Phantom Plan are subject to taxation at ordinary personal income tax rates. For further information see Item 18. Financial Statements – Note 22.

Item 7. Major Shareholders and Related Party Transactions.

Major Shareholders

Percentages

As of March 6, 2025, we had 44,606,761 ordinary shares outstanding. The following table sets forth specific information as of March 6, 2025, to the best of our knowledge, concerning:

- beneficial ownership of more than 5% of our outstanding ordinary shares; and
- the number of ordinary shares beneficially owned by all of our executive officers and directors as a group. Ordinary shares that a person has the right to acquire within 60 days of March 6, 2025 through the exercise of Options under the 2018 Equity Plan (see footnote (4) below) are deemed outstanding for purposes of computing the percentage ownership of the person holding such rights, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all executive officers and Board members as a group.

Name of Beneficial Owner	Amount Owned		Percent of Ordinary Shares[1]
Federmann Enterprises Ltd. 99 Hayarkon Street Tel-Aviv, Israel	19,580,342	[2]	43.9%
All executive officers and directors as a group (22 persons)	153,237	[3] [4]	less than 1%

(1) Based on 44,606,761 ordinary shares outstanding as of March 6, 2025.

(2) Includes 3,836,458 ordinary shares held by Heris Aktiengesellschaft (Heris). Heris is owned, directly and indirectly, by Federmann Enterprises Ltd. (FEL). FEL is controlled by Beit Federmann Ltd. (BFL). BFL is controlled by Beit Bella Ltd. (BBL) and Beit Yekutiel Ltd. (BYL). Michael Federmann is the controlling shareholder of BBL and BYL. He is also a member of Elbit Systems' Board and the chair of the board and the chief executive officer of FEL. Therefore, M. Federmann controls, directly and indirectly, the vote of ordinary shares owned by Heris and FEL (approximately 43.90% of our outstanding ordinary shares). In addition, Michael Federmann is the trustee of a trust on behalf of his sister, Irith Federmann-Landeau, that holds an indirect non-voting economic interest of approximately 7.7% in our outstanding ordinary shares through an indirect approximately 17.5% non-voting interest in FEL. Michael Federmann and his sons, David (who also serves as the chair of Elbit Systems' Board), Gideon and Daniel Federmann, collectively hold an indirect economic interest equivalent to approximately 27.2% of our outstanding ordinary shares, with Michael Federmann holding an approximately 5.4% economic interest, David Federmann holding an approximately 8.7% economic interest, and each of Gideon and Daniel Federmann holding an approximately 6.5% economic interest. In connection with loans obtained from time to time by FEL from two Israeli banks, FEL has pledged to the banks an aggregate of 3,000,000 of our ordinary shares as security for the loans.

(3) This amount (i) does not include any ordinary shares that may be deemed to be beneficially owned by Michael Federmann or David Federmann as described in footnote (2) above and (ii) includes shares held by the spouse of a director, but the director disclaims beneficial ownership over the spouse's shares.

(4) The 2018 Equity Plan provides that unless otherwise determined by the plan's administrator, a "Net Exercise Mechanism" will be used, which entitles the recipients to exercise Options for the number of shares determined based on the excess, if any, of the fair market value of the shares underlying such options over the exercise price of such options, calculated based on the date of exercise. For further information regarding the 2018 Equity Plan see Item 6. Directors, Senior Management and Employees – Share Ownership – Elbit Systems' Stock Option Plans – 2018 Equity Incentive Plan for Executive Officers, as well as the Elbit Systems Ltd. 2018 Equity Incentive Plan for Executive Officers, filed as Exhibit 4.2.1 to this annual report. The number of ordinary shares reflected above as owned by all executive officers and directors as a group was calculated based on a hypothetical exercise on March 6, 2025, which is a theoretical date. The number of ordinary shares that will actually be issued will vary, depending on the date of exercise and the market price of the ordinary shares on such date. The aggregate number of Options granted to executive officers that are exercisable on or within 60 days following March 6, 2025 is 248,412 Options.

Rights in Shares, Significant Changes in Shareholders and Controlling Shareholders

Our major shareholders generally have the same voting rights as other holders of our ordinary shares. See also the Description of Securities.

In the Company's Annual Report on Form 20-F for 2022, Clal Insurance Enterprises Holdings Ltd. (Clal) and 1832 Asset Management L.P. (1832) were included as major shareholders beneficially owning more than 5% of the Company's ordinary shares. Pursuant to a Schedule 13G filed by Clal with the SEC on February 14, 2024, and a Schedule 13G filed by 1832 with the SEC on February 9, 2024, as of December 31, 2023, each of Clal and 1832 owned less than 5% of the Company's ordinary shares and therefore were not included in the Company's Annual Report on Form 20-F for 2023 as major shareholders beneficially owning more than 5% of the Company's ordinary shares. Other than as described above, we are not aware of any significant changes in the number of shares held by our major shareholders during the last three years.

As of March 6, 2025, approximately 11% of our outstanding ordinary shares were held in the United States by approximately 103 shareholders of record registered on the books of our transfer agent.

We are not aware of any arrangement which may result in a change in control of the Company.

In September 2023, we filed a shelf prospectus with the Israeli Securities Authority and with the TASE, under which we may issue, from time to time, different type of securities pursuant to filing supplemental shelf offering reports. The shelf prospectus would typically be effective for two years, unless extended with the consent of the Israeli Securities Authority.

Related Party Transactions

The Company engages from time to time, in the normal course of business, in transactions with related parties (including with companies affiliated with FEL, the Company's major shareholder) for certain goods and services, such as purchase of materials and systems, hotel services and catering services. Related party transactions also include, among others, transactions for the purchase or sale of goods or services, with certain affiliated entities or other entities in which an Office Holder of the Company serves as a director or in which the person has an interest, or investment therein. The Company also has employment agreements and compensation-related engagements with its Office Holders, entered into in the ordinary course of business (see Item 6. Directors, Senior Management and Employees – Compensation of Directors and Executive Officers and Item 10. Additional Information – Exemption, Insurance and Indemnification of Directors and Officers).

The Company does not believe its transactions with related parties during the annual period commencing on January 1, 2024 are either material to the Company or unusual in their nature or conditions. Certain transactions with related parties may also require special approvals under the Companies Law. For further information see Item 10. Additional Information – Approval of Certain Transactions. For further information regarding certain transactions between the Company and related parties see Item 18. Financial Statements – Note 27.

Item 8. Financial Information.

Consolidated Statements and Other Financial Information

See Item 18. Financial Statements.

Export Sales

In 2024, our sales outside of Israel were approximately $4.8 billion, constituting approximately 71% of our total sales. For further information regarding the allocation of our revenues by geographic region see Item 5. Operating and Financial Review and Prospects – 2024 Compared to 2023 – Revenues.

Legal Proceedings

The Company is involved in various legal proceedings from time to time. For a discussion of our significant legal proceedings see Item 18. Financial Statements - Note 21C.

Dividend Distributions

We do not have an established dividend policy. Regarding declarations of dividends out of certain tax-exempt income see below Item 10. Additional Information – Taxation – Israeli Tax Considerations – General Corporate Tax in Israel – Investment Law. Our Articles of Association provide that the Board may approve dividend payments to shareholders out of surplus earnings as permitted by applicable law. We have consistently paid a quarterly dividend to our shareholders.

Our aggregate quarterly dividend payments for the last three full fiscal years were as follows:
(US dollars)

Year	Dividend
2022	2.00 per share
2023	2.00 per share
2024	2.00 per share

Significant Changes

Other than any significant event that may be described in this annual report, there have not been any significant changes since December 31, 2024.

Item 9. The Offer and Listing.

Share Listings and Trading Prices

Our ordinary shares are listed on the TASE and on Nasdaq and are quoted under the symbol “ESLT”.

Item 10. Additional Information.

General Provisions of Israeli Law and Related Provisions of Articles of Association

Israeli Companies Registrar. We are registered with the Israeli Companies Registrar. The registration number issued to us by the Companies Registrar is 52-004302-7.

The Companies Law and Restated Articles of Association. The Companies Law is the basic corporation law governing Israeli publicly and privately held companies. The Companies Law mandates that specific provisions be included in an Israeli company’s articles of association, which are included in Elbit Systems’ Articles of Association.

Purpose. Our purpose, as stated in Article 3 of the Articles of Association, includes any lawful purpose. In addition, Article 3 permits us to contribute reasonable amounts to worthy causes.

Appointment and Removal of Directors. Under our Articles of Association our directors (except for External Directors – see Item 6. Directors, Senior Management and Employees – Board Practices – External Directors) are elected by the shareholders at the annual meeting by a simple majority of our ordinary shares. Directors generally hold office until the next annual general meeting. Under certain circumstances, our Board may appoint new directors to fill vacancies. For further information see Item 6. Directors, Senior Management and Employees – Directors and Executive Officers – Board of Directors.

Internal Auditor. Israeli public companies are required to appoint an internal auditor who was initially recommended by the audit committee. The main role of the internal auditor is to examine whether the company's activities are conducted in accordance with the law, with integrity and pursuant to orderly business procedures. Our internal auditor operates in accordance with our Audit and Financial Statements Review Committee charter that provides the framework for the committee's oversight of the internal auditor's functions, consistent with applicable Israeli and U.S. laws and regulations. Under the Companies Law, the internal auditor may not be an Office Holder (see below "Office Holders"), an "interested party" (as defined below) or a "Relative" (see below "Approval of Certain Transactions – Personal Interest and Extraordinary Transactions") of any of the foregoing, nor may the internal auditor be the company's independent auditor or its representative. An "interested party" is generally defined in the Companies Law as any person who (a) serves as a director or the chief executive officer of the company, (b) has the right to appoint a director or chief executive officer or (c) owns 5% or more of the issued share capital or the voting rights.

Office Holders

An "Office Holder" is defined under the Companies Law as a general manager, chief business manager, deputy general manager, vice general manager, any other person who fulfills these functions without regard to that person's title as well as a director and any other manager directly subordinate to the general manager. Under the Companies Law, the general manager of a corporation has authority equivalent to that of a president or chief executive officer of a U.S. corporation. For such purposes, our general manager is Bezhalel Machlis, our President and Chief Executive Officer. Each person listed as a director or executive officer in Item 6. Directors, Senior Management and Employees – Directors and Executive Officers, is an Office Holder of Elbit Systems.

The Companies Law specifies the fiduciary duties that an Office Holder owes to a company, which consist of a duty of care and a duty of loyalty. Under the Companies Law, an Office Holder's duty of loyalty includes the general duty to act in good faith and for the benefit of the company, avoiding any conflict of interest between the Office Holder's position in the company and his or her other positions or personal affairs. The duty of loyalty also includes avoiding any competition with the company and any exploitation of a business opportunity of the company in order to receive personal advantage for the Office Holder or others. Also, the Office Holder is required to disclose to the company any information or documents relating to the company's affairs that the Office Holder has received due to his or her position as an Office Holder. Under the Companies Law, voting agreements among directors or a director's failure to exercise independent judgment while voting are considered breaches of the duty of loyalty. The duty of care requires, among other obligations, that an Office Holder acts in a way that a reasonable Office Holder would act in the same position and under similar circumstances. This includes the duty to utilize reasonable means to obtain information regarding the advisability of a given action submitted for his or her approval or performed by virtue of his or her position and all other relevant information pertaining to such actions.

Some members of our Board are also directors of FEL or companies controlled by FEL. Therefore, in the event of an issue or transaction between Elbit Systems and any of those companies, directors affiliated with any such companies will be excluded from any decisions concerning the issue or transaction. In addition, an issue or transaction with any of such companies also requires authorization in accordance with the requirements of the Companies Law. See below "Approval of Certain Transactions" and the Description of Securities under "Provisions Relating to Major Shareholders".

Arrangements in connection with the Employment Terms (see Item 6. Directors, Senior Management and Employees – Compensation of Directors and Executive Officers – Compensation Policy) of Elbit Systems' Office Holders require special authorizations. See below "Approval of Certain Transactions – Approval of Employment Terms of Office Holders".

Other transactions with Office Holders and affiliates may also require authorization in accordance with the requirements of the Companies Law. See below "Approval of Certain Transactions".

Approval of Certain Transactions

Approval Procedures. The Companies Law requires that certain transactions, actions and arrangements, mainly with related parties including Office Holders, be approved in the manner provided for in the Companies Law and in a company's articles of association, which in many cases includes approval by the audit committee or the compensation committee and by the board of directors. In some cases shareholder approval is also required.

Personal Interest and Extraordinary Transactions. The Companies Law requires that an Office Holder or a controlling shareholder of a publicly traded company immediately disclose, no later than the first board meeting at which the transaction is discussed, any Personal Interest, as defined below, that he or she may have, and all related material information known to him or her, in connection with any existing or proposed transaction of the company. A person with a Personal Interest in any such transaction that is brought for approval of the audit committee or board of directors may not be present at the meeting where the transaction is being deliberated or approved (unless the chair of the audit committee or the board, as the case may be, determines that such person's presence at the meeting is required for presentation of the relevant transaction) and, in case such person is a director, he or she may not vote on the matter, unless a majority of the members of the audit committee or of the board of directors (as the case may be) have a Personal Interest in the approval of the relevant transaction, in which case the directors having such Personal Interest may be present and may participate in the vote. If, however, the majority of the members of the board of directors have a "Personal Interest" in such transaction, the approval of the shareholders is also generally required.

In accordance with the Companies Law:

"Personal Interest" means a personal benefit, gain or other interest derived by a person from approving the respective act or transaction. Any benefit or interest arising solely from holding a company's shares is not considered such a personal benefit or other interest under the Companies Law. Such personal benefit and other interest includes any personal benefit or other interest of:

(1) a person's Relative (as defined below);

(2) any entity in which a person or any of his or her Relatives either:

(i) holds 5% or more of such entity's issued share capital or voting rights;

(ii) has the right to appoint a director to such entity's board of directors or the chief executive officer thereof; or

(iii) is a member of such entity's board of directors or serves as the chief executive officer thereof; or

(3) anyone voting by proxy or granting a proxy on behalf of such person with respect to the applicable transaction, whether the proxy holder has discretion to vote or not.

An "Extraordinary Transaction" is a transaction:

(1) other than in the ordinary course of business;

(2) other than on market terms; or

(3) likely to have a material impact on the company's profitability, assets or liabilities.

"Relative" means any of the following:

(1) a spouse, brother, sister, parent, grandparent or descendant;

(2) the descendant, brother, sister or parent of a spouse of a person mentioned in (1) above; or

(3) the spouse of any of the persons mentioned in (1) or (2) above.

Approval of Transactions

In accordance with the Companies Law the transactions specified below require the following approvals, provided always that such transactions are for the benefit of the company:

(1) approval of the board of directors: a transaction with an Office Holder, other than arrangements in connection with Employment Terms, or a transaction in which an Office Holder has a Personal Interest, where the audit committee has determined that such transaction is not an Extraordinary Transaction, unless the company's articles of association provide otherwise;

(2) approval of both the audit committee and the board of directors:

(i) a transaction with an Office Holder, other than arrangements in connection with Employment Terms, or a transaction in which an Office Holder has a Personal Interest, where the audit committee has determined such transaction to be an Extraordinary Transaction;

(ii) a material action or arrangement (unrelated to Employment Terms) that may otherwise be considered a breach of fiduciary duty by an Office Holder; or

(iii) an Extraordinary Transaction of a public company with its controlling shareholder or with another person in which the controlling shareholder has a Personal Interest, including a private offering in which the controlling shareholder has a Personal Interest, as well as an agreement of a public company with its controlling shareholder or his or her Relatives, directly or indirectly, including through a company controlled by him or her, regarding the grant of services to the applicable company, as the case may be (in addition, if he or she is an employee who is not an Office Holder - regarding the terms of his employment); and

(3) approval of both the compensation committee and the board of directors -

(i) an arrangement regarding Employment Terms of an Office Holder; or

(ii) an agreement of a public company with its controlling shareholder or his or her Relatives directly or indirectly, including through a company controlled by him or her, regarding the terms of engagement and employment as an Office Holder of such public company.

Certain transactions and arrangements described above may also require shareholder approval, including, where applicable, by a Special Uninterested Majority. In addition, the Companies Law requires re-approval every three years with respect to some of the matters referred to above in the manner set out in the Companies Law. Re-approval when applicable is required by the audit committee or the compensation committee, as the case may be, and by the board of directors and, except for certain specific exemptions, by the shareholders. See below – "Exemption, Insurance and Indemnification of Directors and Officers – Exemption, Insurance and Indemnification of Directors and Officers under the Articles of Association" and also the Description of Securities under "Provisions Relating to Major Shareholders".

Under the Companies Law, the audit committee of a public company such as Elbit Systems is also required to determine whether to carry out competitive or other procedures before any engagement in a transaction, even if such transaction is not an Extraordinary Transaction, with a controlling shareholder or in which a controlling shareholder has a Personal Interest.

Approval of Employment Terms of Office Holders

In accordance with the Companies Law, approval by both the compensation committee and the board of directors is required for all arrangements regarding Employment Terms of an Office Holder. In addition, the Companies Law requires that the company will obtain the approval of the shareholders for any Employment Terms arrangement with (i) the CEO; (ii) a director; (iii) any other Office Holder where the Employment Terms are not consistent with an approved compensation policy; or (iv) an Office Holder who is also considered a controlling shareholder (or his or her Relative). Such shareholders' approval requires a Special Uninterested Majority, except with respect to Employment Terms of a director that are consistent with the company's compensation policy. See Item 6. Directors, Senior Management and Employees – Compensation of Directors and Executive Officers – Compensation Policy.

In accordance with the Companies Law, the compensation committee may determine that an arrangement in connection with Employment Terms of a candidate for the position of the CEO of a public company is exempt from the approval by the shareholders of the company, provided that: (i) the CEO candidate is independent based on criteria set forth in the Companies Law; (ii) the compensation committee determines, based on detailed reasons, that bringing the arrangement to the approval of the shareholders may compromise completing the arrangement; and (iii) the Employment Terms are consistent with the company's approved compensation policy.

In addition, pursuant to the Companies Law, in special cases the compensation committee and the board of directors may approve Employment Terms of an Office Holder (other than a director or a controlling shareholder, but including the CEO) that otherwise require the approval of the shareholders as specified above, even if the shareholders do not approve such Employment Terms, provided that:

(1) both the compensation committee and the board of directors re-discussed the relevant Employment Terms, considered, among other things, the shareholders' objection and decided to approve them despite the shareholders' objection, based on detailed reasoning; and

(2) the company is not a "Public Pyramid Held Company". A "Public Pyramid Held Company" is a public company that is controlled by another public company (including by a company that only issued debentures to the public), which is also controlled by another public company (including a company that only issued debentures to the public) that has a controlling shareholder.

Changes to the terms of a current arrangement regarding Employment Terms of an Office Holder (other than a director or a controlling shareholder) require only the approval of the compensation committee, if the compensation committee has determined that such changes are not material.

For further information see above "General Provisions of Israeli Law and Related Provisions of Articles of Association – Office Holders" and Item 6. Directors, Senior Management and Employees – Compensation of Directors and Executive Officers – Compensation Policy.

Exemption, Insurance and Indemnification of Directors and Officers

Exemption, Insurance and Indemnification under the Companies Law

Under the Companies Law, an Israeli company may not exempt an Office Holder from liability with respect to a breach of his or her duty of loyalty, but may exempt in advance an Office Holder from his or her liability to the company, in whole or in part, with respect to a breach of his or her duty of care, provided that a relevant provision is included in the company's articles of association. However, a company may not exempt in advance a director from his or her liability to the company with respect to a breach of duty of care in connection with a distribution made by the company.

To the extent specifically allowed by the company's articles of association, the Companies Law permits a company to obtain an insurance policy covering liabilities of Office Holders resulting from their actions in fulfilling their roles as Office Holders, in any of the following instances:

(1) breach of the Office Holder's duty of care to the company or to another person;

(2) breach of the Office Holder's duty of loyalty to the company, to the extent that the Office Holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the interests of the company; or

(3) monetary liabilities imposed on the Office Holder for the benefit of another person.

The Israeli Securities Law also permits such an insurance policy to cover a payment which an Office Holder is obligated to make to an injured party as set forth in the relevant sections of the Securities Law, as well as expenses incurred by an Office Holder in connection with certain proceedings that are specified in the Securities Law, including reasonable litigation expenses (including attorneys' fees), provided that a relevant provision is included in the company's articles of association.

Under the Companies Law, a company may indemnify an Office Holder against monetary liabilities and expenses imposed on or incurred by the Office Holder as a result of an act done by virtue of his or her role as an Office Holder for the following matters:

(1) financial liability imposed on the Office Holder in favor of another person pursuant to a judgment, including a judgment in the course of settlement arrangements or an arbitrator's award approved by a court;

(2) reasonable litigation expenses, including attorneys' fees, incurred by the Office Holder in an investigation or proceeding that has concluded without an indictment being filed and without any monetary liabilities being imposed on the Office Holder in lieu of criminal proceedings or has concluded without the filing of any indictment but with the imposition of monetary liability in lieu of criminal proceedings in an offense that does not require proof of criminal intent or in connection with a monetary sanction; and

(3) reasonable litigation expenses, including attorneys' fees, incurred by the Office Holder or imposed by a court in a proceeding instituted against the Office Holder by the company, on its behalf or by any other person, or in connection with criminal proceedings in which the Office Holder was acquitted, or as a result of a conviction for an offense that does not require proof of criminal intent.

Under the Companies Law, a company may indemnify an Office Holder in respect of certain liabilities, either in advance of an event or following an event. If a company undertakes to indemnify an Office Holder in advance of an event, the indemnification, pursuant to (1) above, must be limited to foreseeable events in light of the company's actual activities at the time the company undertook such indemnification and also limited to amounts or criteria determined by the board of directors as reasonable under the circumstances, and the undertaking to indemnify will specify any such events, amounts or criteria.

In addition, a company may indemnify, including in advance, an Office Holder in respect of payments that the Office Holder is obligated to make to an injured party as set forth in the relevant sections of the Securities Law, as well as expenses incurred by an Office Holder in connection with certain proceedings that are specified in the Securities Law, including reasonable litigation expenses (including attorneys' fees). These indemnifications are subject to the inclusion of relevant provisions in the company's articles of association.

A company may not indemnify an Office Holder or enter into an insurance contract that would provide coverage for, or exempt an Office Holder from, liability to the company with respect to any of the following:

(1) a breach of duty of loyalty, except indemnification or insurance that provides coverage for a breach of a duty of loyalty to the company while acting in good faith and having a reasonable basis to believe that such act would not prejudice the interests of the company;

(2) a willful or reckless breach of duty of care, other than mere negligence;

(3) an act done with the intent to unlawfully realize a personal gain;

(4) a fine, monetary penalty or forfeiture imposed upon such Office Holder; or

(5) certain monetary liabilities that are set forth in the Securities Law.

Exemption, Insurance and Indemnification of Directors and Officers under the Articles of Association

In accordance with and subject to the Companies Law and the Securities Law, Elbit Systems' Articles of Association permit the Company to exempt, in advance or retroactively, any director or Company officer from any liability to the Company attributed to damage or loss caused by breach of the director's or officer's duty of care owed to the Company.

Furthermore, in accordance with and subject to the provisions of the Companies Law and the Securities Law, Elbit Systems' Articles of Association allow for directors and officers liability insurance, in respect of a liability or payment imposed on a director or officer as a result of an act carried out by such person in his or her capacity as a director or officer. This insurance may cover:

(1) a breach of his or her duty of care to Elbit Systems or to another person;

(2) a breach of his or her duty of loyalty to Elbit Systems, provided that the director or officer acted in good faith and had reasonable basis to assume that his or her act would not harm the interests of Elbit Systems;

(3) a financial obligation imposed on him or her in favor of another person;

(4) a payment that he or she is obligated to pay to an injured party as set forth in the relevant sections of the Securities Law;

(5) expenses incurred by him or her in connection with certain administrative proceedings specified in the Securities Law, including reasonable litigation expenses (including attorneys' fees); or

(6) any other event for which insurance of a director or officer is or may be permitted.

In addition, in accordance with and subject to the Companies Law and the Securities Law, Elbit Systems' Articles of Association permit indemnification, retroactively or in advance, of a director or officer against liability, payment or expense imposed on or incurred by him or her as a result of an act carried out in his or her capacity as a director or officer, that may include:

(1) a monetary liability imposed on the director or officer or paid by him or her in favor of a third party under a judgment, including a judgment by way of compromise or a judgment of an arbitrator approved by a court; provided however, that in case such undertaking is granted in advance it will be limited to events which, in the Board's opinion, are foreseeable in light of the Elbit Systems' actual activities at the time of granting the obligation to indemnify, and to a sum or under criteria as the Board deems reasonable under the circumstances, and the undertaking to indemnify will specify the aforementioned events and sum or criteria;

(2) a payment imposed on him or her in favor of an injured party in the circumstances specified in the relevant sections of the Securities Law;

(3) reasonable litigation expenses (including attorneys' fees), incurred by a director or officer as a result of an investigation or proceeding conducted against him or her by an authority authorized to conduct such investigation or procedure, provided that such investigation or procedure: (i) concludes without the filing of an indictment against the director or officer and without imposition of monetary payment in lieu of criminal proceedings; or (ii) concludes with imposing on the director or officer a monetary payment in lieu of criminal proceedings, provided that the alleged criminal offense in question does not require proof of criminal intent or was incurred by the director or officer in connection with a monetary sanction imposed by the Companies Law or the Securities Law;

(4) expenses incurred by a director or an officer in connection with certain administrative proceedings set forth in the Securities Law, including reasonable litigation expenses (including attorneys' fees); and

(5) reasonable litigation expenses (including attorneys' fees), expended by the director or officer or imposed on him or her by the court for:

(i) proceedings issued against him or her by or on Elbit Systems' behalf or by a third party;

(ii) criminal proceedings from which the director or officer was acquitted;

(iii) criminal proceedings in which he or she was convicted of an offense that does not require proof of criminal intent; or

(iv) any other liability or expense for which it is or may be permissible to indemnify a director or an officer.

The Articles of Association permit the grant of similar indemnification to any person acting on behalf or at the request of Elbit Systems as a director or officer of another company in which Elbit Systems is directly or indirectly a shareholder or has any other interest.

The aggregate amount of indemnification by Elbit Systems to our Office Holders may not exceed 25% of Elbit Systems' consolidated shareholders' equity as reflected in our most recent consolidated financial statements published prior to the date of the indemnification payment.

In 2011, Elbit Systems' Audit and Financial Statements Review Committee, Board and shareholders approved the grant to members of our Board (including to Michael Federmann, who may be considered a controlling shareholder of the Company, and to his son David Federmann) of indemnification letters reflecting the above conditions and limitations. Similar letters were also approved by the Audit and Financial Statements Review Committee or Compensation Committee (as the case may be) and the Board for indemnification of Office Holders of Elbit Systems who are not directors.

According to the Companies Law, the granting by a public company, such as Elbit Systems, of an indemnification letter (or exemption letter) to an Office Holder who may be considered a controlling shareholder of that company or his or her relative requires re-approval every three years by the company's compensation committee, the board of directors and the company's shareholders. The indemnification letters originally granted to Michael Federmann and David Federmann in 2011 were last re-approved, following the approval of our Compensation Committee and Board, by our shareholders at the Annual General Meeting of Shareholders in 2023, for an additional period of three years commencing on December 1, 2023.

Elbit Systems' Compensation Policy allows Elbit Systems to purchase, from time to time during the term of the Compensation Policy, directors and officers (D&O) liability insurance. Pursuant to the Compensation Policy, the coverage limit under each such insurance policy will not exceed $250 million, and the insurance policy terms, as well as the premium paid by the Company, will reflect the current market conditions with respect to the Company and the nature of its operations. For additional information, see Item 6. Directors, Senior Management and Employees – Compensation of Directors and Executive Officers – Compensation Policy. In accordance with the Israeli Companies Regulations (Relief from Related Parties' Transactions), 5760-2000, the inclusion of our Office Holders in any D&O liability insurance policy that is consistent with our Compensation Policy will require only the approval of our Compensation Committee if the D&O liability insurance policy applicable to each of them (i) is purchased on market terms and (ii) the purchase thereof will not have a material effect on the Company's profitability, assets or obligations.

In a meeting held on April 4, 2024, our Compensation Committee approved the extension of our existing D&O liability insurance policy which complies with the provisions of our Compensation Policy and the inclusion therein, in addition to all other Office Holders, of Michael Federmann (who may be considered a controlling shareholder of the Company), his son David Federmann and Bezhalel Machlis, our President and CEO, in accordance with the requirements of the Israeli Companies Regulations (Relief from Related Parties' Transactions), 5760-2000. As of March 6, 2025, the D&O policy's limit of liability was $100 million. The Compensation Committee also approved the purchase of a D&O liability insurance policy for a subsidiary of the Company, which also covers certain Office Holders of the Company, including our President and CEO, in accordance with the limitations under our Compensation Policy.

In addition, our Compensation Policy authorizes the Company, subject to applicable law and the Company's Articles of Association, to exempt our Office Holders from liability for violating their duty of care towards the Company. However, such exemption will not apply with respect to any decision or transaction in which a controlling shareholder, executive officer or director of the Company (even if such shareholder, executive officer or director is not the one who is exempted) has a personal interest. At the April 2021 General Meeting, our shareholders, following recommendation of our Compensation Committee and the approval of our Board, approved providing an exemption letter reflecting the above conditions and limitations to Bezhalel Machlis, our President and CEO, and to the Company's current and future directors (including to Michael Federmann, who may be considered a controlling shareholder of the Company, and to his son David Federmann). Similar letters were also approved by the Compensation Committee and the Board for exemption of other Office Holders of Elbit Systems who are not directors. The exemption letters originally granted to Michael Federmann and David Federmann in 2021 were last re-approved, following the approval of our Compensation Committee and Board, by our shareholders at the Annual General Meeting of Shareholders in 2023, for an additional period of three years commencing on April 7, 2024.

Share Capital

Elbit Systems currently has one type of share, this being ordinary shares. The share capital of Elbit Systems is NIS 80,000,000 divided into 80,000,000 ordinary shares of NIS 1 nominal (par) value each, of which 44,606,761 ordinary shares were issued and outstanding as of March 6, 2025. All issued and outstanding ordinary shares are fully paid and non-assessable. For information regarding changes in share capital, see the Description of Securities under "Share Capital".

Rights, Preferences and Restrictions of Shares

For information regarding voting rights, dividend rights and other rights generally applicable to our ordinary shares, including action necessary to change the rights of holders of our ordinary shares, see the Description of Securities under "Rights Generally Applicable to Ordinary Shares".

General Meetings of Shareholders

An annual general meeting of our shareholders must be held once in each year and not later than 15 months after the preceding annual general meeting. Any general meeting that is not an annual general meeting is defined as an extraordinary general meeting. All shareholders of record are entitled to attend any annual or extraordinary general meeting and vote at general meetings in person, by a voting instrument, by proxy or through the Israeli Securities Authority's electronic voting system.

Our Board may convene an extraordinary general meeting when and as it sees fit. In addition, the Board must, according to the Companies Law, convene an extraordinary general meeting if it receives a demand to do so from either: (i) at least two directors; (ii) at least one quarter of the members of the Board; or (iii) one or more shareholders who hold: (A) an aggregate of at least 10% of our issued share capital and at least 1% of all voting rights in the Company; or (B) at least 10% of all voting rights in the Company (however, under our Articles of Association it is sufficient for one or more shareholders to hold (A) at least 5% of our issued share capital and at least 1% of all voting rights in the Company, or (B) at least 5% of all voting rights in the Company), and in such case the extraordinary meeting must be held not more than 56 days from the submission date of such request to the Board and not later than 35 days from the applicable notice to shareholders described below. Any demand by a person or persons, as described in (i), (ii) and/or (iii) of this paragraph, who demands that an extraordinary general meeting be convened, must be made in writing and sent to our registered office, which is Elbit Systems Ltd., Advanced Technology Center, Haifa 3100401, Israel.

Subject to the provisions of our Articles of Association, as well as applicable law and regulations, including applicable laws and regulations of any stock market on which our shares are listed, notice of an annual general meeting and of an extraordinary general meeting must be sent at least 21 days (and in some cases at least 35 days) in advance to all shareholders recorded in our shareholders registry. Notice of an annual or extraordinary general meeting may be sent by us by personal delivery or prepaid registered mail. Such notice may also be sent by facsimile, email or other electronic means provided confirmation is made by registered mail and should be sent to shareholders at the address in our records. Further, under our Articles of Association, a notice to shareholders may also be served by publication in a daily Hebrew newspaper appearing in Israel (or any other form permitted by law, which includes posting on the Company's website). Such notice must include the place, date and hour of the meeting, the agenda for the meeting, the proposed resolutions and instructions for proxy voting.

The quorum required for a meeting of shareholders, except in the case of certain extraordinary meetings convened in special circumstances, consists of at least two shareholders present in person or by proxy or other voting instrument and holding or representing between them at least one-third of the voting power. The chair of our Board generally presides at our shareholders' meetings. A meeting adjourned for lack of a quorum will be adjourned to the same day in the following week, at the same time and place, or to the day, time and place that the Board determines, with notice to the shareholders. At the reconvened meeting, if a quorum is not present within one-half hour from the time appointed for holding the adjourned meeting, the required quorum then is two shareholders, present in person or by proxy or other voting instrument, representing at least 10% of the voting power. Nasdaq Listing Rule 5620(c) provides that a company listed on the Nasdaq Global Select Market should have a quorum requirement for shareholder meetings of at least one-third of the company's outstanding common voting stock. As described above, our general quorum requirement is consistent with the Nasdaq Listing Rule. However, in the case of an adjourned meeting, our Articles of Association, consistent with what is permissible under the Companies Law, provide for a 10% quorum requirement.

In general, subject to the Companies Law, ordinary resolutions at a general meeting require approval of a majority of the votes cast at the general meeting, whether in person or by proxy, without taking into account abstentions. For information as to the required majority for the approval of related party transactions, see the Description of Securities under "Provisions Relating to Major Shareholders". However, under our Memorandum of Association and Articles of Association, certain resolutions require a special majority of at least 67% of all votes properly cast at a general meeting, without taking into account abstentions.

Change of Control

See the Description of Securities under "Change of Control".

Provisions Relating to Major Shareholders

See the Description of Securities under "Provisions Relating to Major Shareholders".

Borrowing Power

See the Description of Securities under "Borrowing Power". For additional information regarding our Articles of Association, see the Description of Securities.

Exchange Controls

No limitations exist or are imposed by Israeli law or our constituent documents with regard to the rights of non-Israeli shareholders or shareholders not resident in Israel to hold or exercise voting rights, except that such limitations may exist with respect to shareholders who are deemed enemies of the State of Israel under Israeli law.

As of the date of this annual report there are no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except that such limitations may exist with respect to shareholders who are deemed enemies of the State of Israel under Israeli law.

Our Memorandum of Association and Articles of Association do not restrict the ownership of ordinary shares by non-residents of Israel. Neither the Memorandum of Association and Articles of Association nor Israeli law restrict the voting rights of non-residents.

In addition, for a description of Israeli regulations relating to Israeli "defense entities" see the Description of Securities under "Regulation of Israeli Defense Entities".

Taxation

Israeli Tax Considerations

General

The following is a brief summary of aspects of the current tax law applicable to companies in Israel, with special reference to its effect on Elbit Systems and our Israeli subsidiaries, and government programs from which Elbit Systems and some of our Israeli subsidiaries benefit.

The following also contains a discussion of certain material Israeli tax consequences applicable to our shareholders. This summary does not discuss all the tax aspects that may be relevant to a particular shareholder in light of its, his or her personal circumstances, including shareholders that may be subject to special treatment such as partnerships, trusts or traders in securities who are subject to special tax regimes not covered under this discussion. To the extent that the discussion is based on tax legislation that has not been subject to judicial or administrative interpretation, there can be no assurance that the views expressed in the discussion will be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and is not exhaustive of all possible tax considerations.

Our income tax liability in Israel is based on our unconsolidated earnings and such earnings of our Israeli-based subsidiaries. It is determined in NIS and not in U.S. dollars. Tax liability of non-Israeli subsidiaries is determined according to the laws of their respective countries of residence. As a result, the tax provision in our consolidated financial statements does not directly relate to income reported on these statements.

SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE ISRAELI OR OTHER TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES, INCLUDING, IN PARTICULAR, THE EFFECT OF ANY NON-ISRAELI, STATE OR LOCAL TAXES.

General Corporate Tax in Israel

Israeli companies are generally subject to corporate tax on taxable income and capital gains at the rate of 23%. However, the effective tax rate payable by a company that qualifies as an Industrial Company that derives income from an "Approved Enterprise", a "Beneficiary Enterprise", a "Preferred Enterprise" or a "Preferred Technological Enterprise" (as discussed below) may be considerably less. Capital gains derived by an Israeli company are subject to the standard corporate tax rate.

Under the Israeli Tax Ordinance, 1961 (the Ordinance) transfer pricing rules require that cross-border transactions between related parties be carried out implementing an arm's-length principle and reported and taxed accordingly.

Industry Encouragement. Under the Law for the Encouragement of Industry (Taxes), 1969, a company qualifies as an "Industrial Company" if it is resident in Israel and at least 90% of its income (determined in Israeli currency) in a given tax year, with some exceptions, comes from "Industrial Enterprises" owned by that company. An Industrial Enterprise is defined as an enterprise the primary activity of which in a particular tax year is industrial manufacturing activity.

Below are the main tax benefits available to an Industrial Company:

- amortization of the cost of purchased patent, rights to use a patent, and know-how, which were purchased in good faith and are used for the development or advancement of the Industrial Enterprise, over an eight-year period, commencing on the year in which such rights were first exercised;

- under limited conditions, an election to file consolidated tax returns with controlled Israeli Industrial Companies;

- expenses related to a public offering are deductible in equal amounts over three years commencing on the year of the offering.

We believe Elbit Systems qualifies as an Industrial Company. See further Item 18. Financial Statements – Note 18A(2). There can be no assurance that we will continue to qualify as an Industrial Company or that the tax benefits described above will be available in the future.

Investment Law. The Israeli Law for the Encouragement of Capital Investments, 1959 (the Investment Law) provides tax benefits to companies that make capital investments in eligible fixed assets. Under the Investment Law, subject to applicable conditions, companies could apply to receive "Approved Enterprise", "Privileged Enterprise" or "Preferred Enterprise" status, each of which provides various tax benefits. See Item 18. Financial Statements – Note 18A.

A portion of our Israeli operations have been granted "Approved Enterprise", "Privileged Enterprise" and "Preferred Enterprise" status, as described under "Investment Law" below. These operations are subject to taxation at reduced rates applicable to those types of enterprises. We cannot assure that Elbit Systems or our Israeli subsidiaries will continue to qualify for such benefits or benefits under the Law for Encouragement of Industry in the future. We also cannot assure that we will continue to qualify as an Approved Enterprise, Privileged Enterprise or Preferred Enterprise, or that the benefits described above will be available in the future. See further Item 18. Financial Statements – Note 18A(3).

On November 15, 2021, the Israeli government approved the Economic Efficiency Bill (Legislative Amendments for Attaining Budgetary Objectives for the 2021 and 2022 Budget Years) - 2021 (the Economic Efficiency Bill) regarding repatriation of retained exempt earnings from Approved Enterprises and Privileged Enterprises (Exempt Earnings). The Economic Efficiency Bill includes a temporary provision, effective as of August 15, 2021, offering relief of 30% to 60% on the amount of tax which would otherwise have been required to be paid on distributable earnings, in order to encourage companies to pay the reduced taxes during the next 12 months (the Temporary Provision). The Temporary Provision provides partial relief from Israeli corporate income tax for companies that elect the offered benefit, on a linear basis, resulting in a greater release of Exempt Earnings and greater relief from corporate income tax. According to the new linear statutory formula, the corporate income tax to be paid on Exempt Earnings accumulated until December 31, 2020 that were not yet distributed as a dividend (Selected Accumulated Income) would vary from a 6% to 17.5% effective tax rate (depending on the company's corporate tax rate in the year in which the income was derived and the amount of Exempt Earnings elected to be relieved), without taking into account the 15% dividend withholding tax (which should be levied only upon actual distribution, if any). The reduced corporate tax is payable within 30 days of making the election. The Temporary Provision does not require the actual distribution of the Selected Accumulated Income, nor does it provide any relief from the 15% dividend withholding tax.

The partial corporate income tax relief is available to companies that elected to implement the Temporary Provision by November 15, 2022 in respect of Exempt Earnings accrued up to December 31, 2020, provided that up to 30% (the exact rate is calculated according to a new statutory formula) of the "released" Selected Accumulated Income is re-invested in Israel through at least one of the following: industrial activities, research and development activities, assets used by the company or salaries of newly recruited employees.

As part of the Temporary Provision, Article 74 of the Investment Law was amended and as a result, starting August 15, 2021, a company with Exempt Earnings that distributes dividends will have to attribute a portion of the distributed sum to Exempt Earnings, and a portion to non-exempt earnings, on a pro-rata basis. The Company elected to implement the Temporary Provision to "release" approximately $784 million of Exempt Earnings and as a result pay the reduced corporate tax in an amount of approximately $80 million. The amount was paid in 2022.

Tax on IP-based Income. In 2016, Israel enacted a tax law amendment introducing a new tax regime for intellectual property (IP)-based companies. The regime is tailored to a post-BEPS (base erosion profit shifting) world, encouraging multinationals to consolidate IP ownership and profits in Israel along with existing Israeli R&D functions. Tax benefits created to achieve this goal include a reduced corporate income tax rate of 6% on IP-based income and on capital gains from the future sale of IP. The 6% rate would apply to qualifying Israeli companies that are part of a group with global consolidated revenue of over NIS 10 billion (approximately $2.8 billion). Other qualifying companies with global consolidated revenue below NIS 10 billion would be subject to a 12% tax rate. However, if the Israeli company is located in development zone "A", the tax rate is further reduced to 7.5%. Additionally, subject to meeting applicable conditions, withholding tax on dividends may be subject to a reduced rate of 4% for all qualifying companies (unless further reduced by a treaty). See Item 18. Financial Statements – Note 18A(3).

Capital Gains to a Shareholder

General. Israeli law generally imposes a capital gains tax on the sale or disposition of any capital assets by Israeli residents, as defined for Israeli tax purposes, and on the sale of capital assets located in Israel, including shares in Israeli companies, by both Israeli residents as well as non-Israeli residents, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder's country of residence provides otherwise. The Ordinance distinguishes between real gain and inflationary surplus. The inflationary surplus is a portion of the total capital gain equivalent to the increase of the relevant asset's purchase price attributable to an increase in the Israeli consumer price index, or, in certain circumstances, a foreign currency exchange rate, between the date of purchase and the date of sale. Inflationary surplus accrued since January 1, 1994 is not subject to tax in Israel. The real gain is the excess of the total capital gain over the inflationary surplus.

Capital gains to Israeli residents. The tax rate on capital gains to a "non-principal" individual shareholder (those persons holding less than 10% of any of our means of control) is 25%, and a tax rate for an individual "principal" shareholder (those persons holding 10% or more of any of our means of control at the time of sale or at any time during the preceding 12-month period) is 30%. Individuals who are subject to income tax in Israel (whether any such individual is an Israeli resident or non-Israeli resident) may also be subject to an additional surtax at a rate of 3% or 5%, as discussed below. Dealers in securities in Israel are taxed at regular tax rates applicable to business income. Israeli-resident companies are taxed on capital gains at the applicable corporate tax rate.

Capital gains to non-residents of Israel. Gains on the sale of ordinary shares traded on the TASE and on Nasdaq held by non-Israeli resident investors for tax purposes that are not attributable to an Israeli permanent establishment will generally be exempt from Israeli capital gains tax, subject to the provisions of the Israeli tax legislation. However, non-Israeli corporations will not be entitled to such exemption if Israeli residents (i) have a controlling interest of more than 25% in any of the means of control of such non-Israeli corporation or (ii) are the beneficiaries or are entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly. Moreover, a sale of shares by a non-Israeli resident may be exempt from Israeli capital gains tax under the provisions of an applicable tax treaty. For example, the United States - Israel tax treaty (the Treaty) generally exempts United States residents who hold less than 10% of our voting rights, and who never held 10% of our voting rights during any part of the twelve months prior to a sale of their shares, from Israeli capital gains tax in connection with such sales under certain circumstances and subject to meeting applicable conditions.

Taxation on Dividends Paid to a Shareholder

Income tax for individual Israeli residents. Residents of Israel are subject to income tax on distributions of dividends other than bonus shares (stock dividends). The tax rate on dividend income to a "non-principal" individual shareholder is 25% and 30% to an individual "principal" shareholder. The distributing company withholds at source tax at the rate of 25% or 30% in the case of a "principal shareholder" on the distribution date or at any time during the 12-month period prior to the dividend distribution date. A company the stock of which is traded on a stock exchange withholds tax at the rate of 25% from dividends distributes to a shareholder if the shares are registered with a nominee company (whether the recipient is a "principal" shareholder or not). Dividends distributed from "Preferred Income" under Preferred Enterprise status (see above "Investment Law") are subject to a withholding tax rate of 20%, subject to a reduced tax rate under the provisions of applicable double taxation treaties. Following Elbit Systems' election in February 2022 to implement the Temporary Provision (see above "Investment Law") and pay a reduced tax on distribution of the Selected Accumulated Income, dividends distributed in the future will include the Selected Accumulated Income, the withholding tax rate for which will be calculated according to the proportion between the Selected Accumulated Income and the total accumulated earnings as of December 31, 2020. Accordingly, the aggregate withholding tax rate on those dividends for individuals and non-residents is expected to be approximately 17%.

Income tax for non-residents of Israel. Non-residents of Israel (whether individuals or corporations) are subject to income tax on distributions of dividends other than bonus shares (stock dividends). The tax rate on dividend income to a "non-principal" non-resident of Israel shareholder is 25% and 30% to a "principal" shareholder (including a foreign company as opposed to an Israeli company) on the distribution date or at any time during the 12-month period prior to the dividend distribution date. The distributing company withholds at source income tax at the rate of 25% for a "non-principal" shareholder, or 30% for a "principal" shareholder. A company whose stock is traded on a stock exchange will withhold tax at the rate of 25% from dividends paid to a "principal" shareholder for shares registered and held by a registration company, unless a lower rate is applicable under a double taxation treaty. Accordingly, Elbit Systems withholds income tax at the source. Generally, dividends distributed from taxable income accrued during the period of benefit of an Approved Enterprise or Privileged Enterprise are taxable at the rate of 15% if the dividend is distributed during the tax benefit period under the Investment Law or within 12 years after the period (this limitation does not apply if the company qualifies as a foreign investors' company according to the Investment Law). Dividends distributed from "Preferred Income" under a Preferred Enterprise, PTE or SPTE status are subject to a withholding tax rate of 20% (unless a lower treaty rate applies).

In light of Elbit Systems' election in February 2022 to implement the Temporary Provision and pay a reduced tax on distribution of the Selected Accumulated Income (see above "Investment Law"), dividends to be distributed after such election will include the Selected Accumulated Income, and the withholding tax rate on them will be calculated according to the proportion between the Selected Accumulated Income and the total accumulated earnings as of December 31, 2020. Accordingly, the aggregated withholding tax rate on those dividends for individuals and non-residents is expected to be approximately 17%.

Israeli Tax on United States Shareholders

Dividends paid by Elbit Systems to a shareholder resident in the United States are generally subject to withholding tax in Israel. Under the Treaty, the withholding tax rate on a dividend is normally 25%.

A U.S. corporation would have a reduced withholding tax rate on dividends of 12.5% (or 15% in connection with an Approved Enterprise, Privileged Enterprise or Preferred Enterprise. See above "Investment Law"). The U.S. corporation must own at least 10% of the voting shares during a portion of Elbit Systems' tax year in which the payment of the dividend occurs but prior to the payment date and during the entire prior tax year. The reduced rate is also subject to a condition that no more than 25% of Elbit Systems' gross income for the prior tax year consists of interest, other than interest received from banking, financing or similar businesses or from certain subsidiaries. In light of Elbit Systems' election in February 2022 to implement the Temporary Provision and pay a reduced tax on distribution of the Selected Accumulated Income, dividends distributed after such election will include the Selected Accumulated Income, and the withholding tax rate on them will be calculated according to the proportion between the Selected Accumulated Income and the total accumulated earnings as of December 31, 2020. Accordingly, the aggregated withholding tax rate on those dividends for individuals and non-residents is expected to be approximately 17%.

Under the terms of the Treaty, Israel may tax capital gains realized by shareholders resident in the United States on a sale of ordinary shares of Elbit Systems if certain conditions exist. However, since Elbit Systems' ordinary shares are traded on the TASE and on Nasdaq, gains on the sale of ordinary shares held by non-Israeli resident investors for tax purposes that are not attributable to an Israeli permanent establishment generally will be exempt from Israeli capital gains tax, subject to the provisions of the Israeli tax legislation.

A non-Israeli resident who receives dividends from which tax was duly withheld is generally exempt from the obligation to file tax returns in Israel with respect to such income, provided that (i) such income was not generated from business conducted in Israel by the taxpayer; (ii) the taxpayer has no other taxable sources of income in Israel with respect to which a tax return is required to be filed, and (iii) the taxpayer is not liable to a surtax (as further explained below).

U.S. Shareholders (as defined in "United States Federal Income Tax Considerations" below), who hold ordinary shares through an Israeli stockbroker or other Israeli intermediary may be subject to Israeli withholding tax on any capital gains recognized if the U.S. Shareholder does not obtain approval of an exemption from the Israeli Tax Authorities. U.S. Shareholders should consult their Israeli stockbroker or other intermediary regarding the procedures for obtaining an exemption.

Surtax

Individuals who are subject to income tax in Israel (whether any such individual is an Israeli resident or a non-Israeli resident, and with respect to a non-Israeli resident, subject to tax treaties not otherwise limiting the applicable tax rate, non-Israeli resident) are also subject to an additional tax at a rate of 3% or 5% on annual income (including, but not limited to, income derived from dividends, interest and capital gains) exceeding NIS 721,560 for 2025 (approximately $200,000), which amount is linked to the annual change in the Israeli consumer price index. As of January 1, 2025, if the individual's passive income (such as income derived from dividends, interest and capital gains) exceeds said threshold, the individual will be subject to an additional 2% surtax on the excess amount.

This summary of Israeli taxation is based on existing treaties, laws, regulations and judicial and administrative interpretations thereof. There can be no assurance that any of these may not be amended or repealed, possibly with retroactive effect, or that a tax authority may not take a contrary position. Also, this summary does not address the tax consequences that may be applicable to specific persons based on their individual circumstances. It also does not address any local or other foreign tax consequences. Each shareholder should consult his or her own tax advisor as to the specific tax consequences of purchasing, holding or transferring our shares.

United States Federal Income Tax Considerations

General

The following is a summary of material U.S. federal income tax considerations relevant to the acquisition, ownership and disposition of our ordinary shares by a "U.S. Shareholder", which, for these purposes, means a beneficial owner of ordinary shares that is a citizen or resident of the United States, a U.S. domestic corporation, or that otherwise is subject to U.S. federal income taxation on a net income basis in respect of such ordinary shares.

This summary is based on provisions of the Internal Revenue Code of 1986, as amended (the Code), existing and proposed U.S. Treasury regulations, administrative pronouncements, rulings and judicial decisions in effect as of the date of this annual report. These authorities and their interpretation are subject to change, possibly with retroactive effect. No ruling will be requested by us from the Internal Revenue Service (the IRS) regarding the tax consequences to a U.S. Shareholder, and there can be no assurance that the IRS will agree with the discussion set out below. This summary does not address any U.S. federal tax consequences other than U.S. federal income tax consequences, such as state, local or foreign taxes, the U.S. federal estate and gift taxes, the Medicare contribution tax applicable to net investment income of certain non-corporate U.S. Shareholders, or alternative minimum tax consequences of acquiring, holding or disposing of ordinary shares. Investors are urged to consult their own tax advisors regarding the specific U.S. federal income tax consequences to them of owning and disposing of our ordinary shares in light of their particular circumstances.

This summary applies to U.S. Shareholders only if they hold ordinary shares as capital assets for tax purposes. In addition, this summary does not discuss all aspects of U.S. federal income taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special treatment under U.S. federal income tax law, including, but not limited to, U.S. expatriates, insurance companies, banks, regulated investment companies and real estate investment trusts, securities or currency-dealers, financial institutions, tax-exempt organizations, persons holding ordinary shares as part of a straddle, hedging or conversion transaction, traders in securities that elect to apply a mark-to-market method of accounting, persons who acquired our ordinary shares pursuant to the exercise of employee stock options or otherwise as compensation, persons subject to special tax accounting rules as a result of any item of gross income with respect to our ordinary shares being taken into account in an applicable financial statement, entities or arrangements that are treated as partnerships for U.S. federal income tax purposes (or partners therein), persons whose functional currency is not the U.S. dollar, and persons owning (directly, indirectly or by attribution) 10% or more of our shares (by vote or value).

If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds our ordinary shares, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. A partner in a partnership that holds our ordinary shares is urged to consult its own tax advisor regarding the specific tax consequences of owning and disposing of our ordinary shares.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. ALL SHAREHOLDERS AND PROSPECTIVE INVESTORS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING OUR ORDINARY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND NON-U.S. TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

Dividends

Subject to the discussion below under "Passive Foreign Investment Company Rules", a U.S. Shareholder generally will be required to include in income, as ordinary dividend income, the U.S. dollar amount of any distribution of cash or property on our ordinary shares, including the amount of any Israeli withholding tax thereon, to the extent such distribution is paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. We do not intend to compute earnings and profits under U.S. tax principles. U.S. Shareholders therefore should expect that all distributions with respect to our ordinary shares will be treated for U.S. federal income tax purposes as dividends. Dividends paid with respect to our ordinary shares do not qualify for the dividends-received deduction applicable in certain cases to U.S. corporations.

Subject to certain exceptions for short-term positions, dividends received with respect to our ordinary shares by a U.S. Shareholder that is an individual, trust, or estate generally will be subject to tax at preferential tax rates if the dividends are "qualified dividends." Dividends paid on our ordinary shares will be treated as qualified dividends if the ordinary shares are readily tradable on an established securities market in the United States and we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company (a PFIC).

The ordinary shares are listed on the Nasdaq and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. Based on our audited financial statements and relevant market and shareholder data, we do not believe we were treated as a PFIC with respect to our 2023 and 2024 taxable years and do not expect to be treated as a PFIC for our current taxable year or in the reasonably foreseeable future. See "Passive Foreign Investment Company Rules", below.

There is no assurance that dividends received with respect to our ordinary shares by U.S. Shareholders will be eligible for such preferential tax rates. U.S. Shareholders of ordinary shares are urged to consult their own tax advisors regarding the availability of the reduced dividend tax rate in light of their own particular situation.

The amount of any distribution paid in NIS will be included in the gross income of a U.S. Shareholder in an amount equal to the U.S. dollar value of the NIS calculated by reference to the spot rate of exchange in effect on the date the distribution is received by the U.S. Shareholder. If a U.S. Shareholder converts dividends paid in NIS into U.S. dollars on the day we distribute the dividends, the U.S. Shareholder generally should not be required to recognize foreign currency gain or loss with respect to such conversion. If the NIS received in the distribution are not converted into U.S. dollars on the date of receipt, any foreign currency gain or loss recognized upon a subsequent conversion or other disposition of the NIS will generally be treated as U.S. source ordinary income or loss. Special rules govern and special elections are available to accrual method taxpayers to determine the U.S. dollar amount that should be included in income in the case of taxes withheld in a foreign currency. Accrual basis taxpayers are urged to consult their own tax advisors regarding the requirements and the elections applicable in this regard.

Subject to generally applicable limitations and conditions, Israeli dividend withholding tax paid at the appropriate rate applicable to the U.S. Shareholder may be eligible for a credit against such U.S. Shareholder's U.S. federal income tax liability. These generally applicable limitations and conditions include new requirements adopted by the IRS in regulations promulgated in December 2021, and any Israeli tax will need to satisfy these requirements in order to be eligible to be a creditable tax for a U.S. Shareholder. In the case of a U.S. Shareholder that either (i) is eligible for, and properly elects, the benefits of the Treaty, or (ii) consistently elects to apply a modified version of these rules under recently issued temporary guidance and complies with specific requirements set forth in such guidance, the Israeli tax on dividends will be treated as meeting the new requirements and therefore as a creditable tax. In the case of all other U.S. Shareholders, the application of these requirements to the Israeli tax on dividends is uncertain and we have not determined whether these requirements have been met. If the Israeli dividend tax is not a creditable tax for a U.S. Shareholder or the U.S. Shareholder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the U.S. Shareholder may be able to deduct the Israeli tax in computing such U.S. Shareholder's taxable income for U.S. federal income tax purposes. Israeli taxes paid by a U.S. Shareholder under circumstances in which an exemption from such tax was available generally will not be entitled to claim a credit or deduction for such taxes.

Dividend distributions will constitute income from sources without the United States and, for U.S. Shareholders that elect to claim foreign tax credits, generally will constitute "passive category income" for foreign tax credit purposes. The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a U.S. Shareholder's particular circumstances and involve the application of complex rules to those circumstances. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that

the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. Shareholders should consult their own tax advisors regarding the application of these rules to their particular situations.

Sale, Exchange or Other Disposition

Subject to the discussion below under "Passive Foreign Investment Company Rules", upon the sale, exchange or other taxable disposition of ordinary shares, a U.S. Shareholder generally will recognize capital gain or loss equal to the difference between the amount realized on the sale, exchange or other disposition and the U.S. Shareholder's adjusted tax basis in the ordinary shares, in each case, as determined in U.S. dollars. Any gain or loss recognized upon the sale, exchange or other disposition of the ordinary shares will be treated as long-term capital gain or loss if, at the time of the sale, exchange or other disposition, the holding period of the ordinary shares exceeds one year. In the case of individual U.S. Shareholders, long-term capital gains generally are subject to U.S. federal income tax at preferential rates. The deductibility of capital losses by a U.S. Shareholder is subject to significant limitations. U.S. Shareholders should consult their own tax advisors in this regard.

A U.S. Shareholder generally will not be entitled to credit any Israeli tax imposed on the sale or other disposition of the ordinary shares against such U.S. Shareholder's U.S. federal income tax liability, except in the case of a U.S. Shareholder that consistently elects to apply a modified version of the U.S. foreign tax credit rules that is permitted under recently issued temporary guidance and complies with the specific requirements set forth in such guidance. Additionally, capital gain or loss recognized by a U.S. Shareholder on the sale, exchange or other disposition of ordinary shares generally will be U.S. source gain or loss for U.S. foreign tax credit purposes. Consequently, even if the withholding tax qualifies as a creditable tax, a U.S. Shareholder may not be able to credit the tax against its U.S. federal income tax liability unless such credit can be applied (subject to generally applicable conditions and limitations) against tax due on other income treated as derived from foreign sources. If the Israeli tax is not a creditable tax, such tax would reduce the amount realized on the sale or other disposition of the ordinary shares even if the U.S. Shareholder has elected to claim a foreign tax credit for other taxes in the same year. Israeli taxes paid by a U.S. Shareholder under circumstances in which an exemption from such tax was available generally will not be entitled to claim a credit or deduction for such taxes. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. Shareholders should consult their own tax advisors regarding the application of the foreign tax credit rules to a sale or other disposition of the ordinary shares and any Israeli tax imposed on such sale or disposition.

If a U.S. Shareholder receives NIS upon the sale of ordinary shares, that U.S. Shareholder may recognize ordinary income or loss as a result of currency fluctuations between the date of the sale of the ordinary shares and the date the sales proceeds are converted into U.S. dollars.

Passive Foreign Investment Company Rules

A non-U.S. corporation will be classified as a Passive Foreign Investment Company (or PFIC) for any taxable year if at least 75% of its gross income consists of passive income (which is generally subject to certain exceptions for active businesses, dividends, interest, rents, royalties and gains from the sales of property generating such income), or at least 50% of the value of its assets (generally determined on the basis of a quarterly average) is attributable to assets that produce, or are held for the production of, passive income. Based on our audited financial statements and relevant market and shareholder data, we do not believe we were treated as a PFIC with respect to our 2023 and 2024 taxable years, and do not expect to be a PFIC for our current taxable year or in the reasonably foreseeable future. However, whether we are a PFIC is a factual determination that must be made at the close of each year and is based on factors that may be outside of our control, including, among other things, the valuation of our ordinary shares and assets, which will likely change from time to time. Therefore, there is no assurance that we will not be classified as a PFIC in the future due to, for example, changes in the composition of our assets or income, or changes in our market capitalization. Under the PFIC rules, if we were considered a PFIC at any time that a U.S. Shareholder holds our ordinary shares, we would continue to be treated as a PFIC with respect to such holder's investment even if we no longer meet the threshold requirements discussed above, unless the U.S. Shareholder has made a "deemed sale" election once we are no longer a PFIC.

If we are considered a PFIC for any taxable year that a U.S. Shareholder holds our ordinary shares, any gain recognized by the U.S. Shareholder on a sale or other disposition of our ordinary shares would be allocated pro-rata over the U.S. Shareholder's holding period for the ordinary shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for that taxable year for individuals or corporations, as appropriate, and an interest charge would be imposed. Further, to the extent that the distributions received by a U.S. Shareholder on our ordinary shares in a taxable year during which we are treated as a PFIC exceed 125% of the average of the

annual distributions on the ordinary shares received during the preceding three years or the U.S. Shareholder's holding period, whichever is shorter, those distributions would be subject to taxation in the same manner as gain on the sale or other disposition of ordinary shares, as described above. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the ordinary shares. If we are treated as a PFIC with respect to a U.S. Shareholder for any taxable year, the U.S. Shareholder will be deemed to own its pro rata share in any of our subsidiaries that also are PFICs, and will be subject to the PFIC rules with respect to each such subsidiary PFIC. If we are considered a PFIC, a U.S. Shareholder also will be subject to annual information reporting requirements.

The PFIC rules are complex. U.S. Shareholders should consult their own tax advisors regarding the potential application of the PFIC rules to the ownership of our ordinary shares.

Foreign Financial Asset Reporting

Individual U.S. Shareholders that own "specified foreign financial assets" with an aggregate value in excess of $50,000 on the last day of the taxable year or $75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. "Specified foreign financial assets" include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on objective criteria. U.S. Shareholders that fail to report the required information could be subject to substantial penalties. In addition, the statute of limitations for assessment of tax would be suspended, in whole or part. Prospective investors are encouraged to consult with their own tax advisors regarding the possible application of these rules, including the application of the rules to their particular circumstances.

Informational Reporting and Backup Withholding

Dividend payments with respect to ordinary shares and proceeds from the sale, exchange or other disposition of ordinary shares may be subject to informational reporting to the IRS and possible U.S. backup withholding at a current rate of 24%. Backup withholding will not apply, however, to a holder who timely furnishes a correct taxpayer identification number or certificate of foreign status and makes any other required certification or who is otherwise exempt from backup withholding. U.S. persons (as defined in the Code) who are required to establish their exempt status generally must provide IRS Form W-9 (Request for Taxpayer Identification Number and Certification). Non-U.S. persons generally will not be subject to U.S. informational reporting or backup withholding. However, such holders may be required to provide certification of non-U.S. status (generally on IRS Form W-8BEN or W-BEN-E) in connection with payments received in the United States or through certain U.S.-related financial intermediaries.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a holder's U.S. federal income tax liability, and a holder may obtain a refund of any excess amounts withheld by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

Holders of our ordinary shares should consult their own tax advisors concerning the specific U.S. federal, state and local tax consequences of the ownership and disposition of the ordinary shares in light of their particular situations as well as any consequences arising under the laws of any other taxing jurisdiction. In particular, U.S. Shareholders are urged to consult their own tax advisors concerning whether they will be eligible for benefits under the Treaty.

Documents on Display

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and other information with the SEC. The SEC maintains an internet website at http://www.sec.gov that contains reports, proxy statements, information statements and other material that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system. We also file periodic and immediate reports and other information with the Israeli Securities Authority through its electronic filing system at www.magna.isa.gov.il or on the TASE website at www.tase.co.il.

Item 11. Quantitative and Qualitative Disclosures About Market Risk.

General

Market risks relating to our operations result primarily from changes in exchange rates and interest rates. We take various measures to compensate for the effects and fluctuation in both exchange rates and interest rates. We use financial instruments and derivatives in order to limit the exposure to risks deriving from changes in exchange rates and interest rates. No derivative instruments are entered into for trading purposes.

Exchange Rate Risk Management

General

While our functional currency is the U.S. dollar, we also have some non-U.S. dollar or non-U.S. dollar linked currency exposures. These exposures are mainly derived from our revenues and expenses denominated in foreign currencies and non-U.S. dollar accounts receivable, payments to suppliers and subcontractors, obligations in other currencies and payroll related expenses incurred, mainly in NIS. Some subcontractors are paid in local currency under prime contracts where we are paid in U.S. dollars.

We take various measures to compensate for the effects of fluctuations in exchange rates. These measures include currency hedging transactions in which we purchase foreign exchange contracts to reduce the volatility of cash flows associated with project related revenues and expenses denominated in certain foreign currencies (mainly Euro and GBP) and attempts to maintain a balance between monetary assets and liabilities in our functional currencies. We also attempt to share currency risks with subcontractors on a "back-to-back" basis, by having the subcontractor assume a proportional amount of the exchange risk.

We use currency hedging contracts and other derivative instruments to limit our exposure to exchange rate fluctuations related to payroll expenses incurred in NIS. The objective of the foreign exchange contracts is to better ensure that the U.S. dollar-equivalent cash flows are not adversely affected by changes in U.S. dollar/foreign currency exchange rates. In accordance with ASC 815, "Derivatives and Hedging", these contracts are designated as cash flow hedges. The gain on the effective portion of a cash flow hedge is initially reported as a component of accumulated other comprehensive income and subsequently reclassified into revenues and to contract expenses when the hedged exposure affects revenues or contract expenses, or as financial expenses, if the hedged transaction becomes probable of not occurring. Any gain or loss after a hedge is de-designated, because the hedged transaction is no longer probable of occurring or related to an ineffective portion of a hedge, is recognized in "financial expenses, net" in our consolidated statements of income.

As of December 31, 2024 and December 31, 2023, the notional amount of our outstanding forward contracts was $4,105.8 million and $4,016.0 million, respectively. Most of these contracts met the requirements of hedge accounting.

The table below provides information regarding our derivative instruments held in order to limit the exposure to exchange rate fluctuation as of December 31, 2024. The table does not include information regarding the cross-currency interest rate swap transactions in order to effectively hedge the effect of interest and exchange rate differences resulting from the Series B Notes issued during 2021 (see "Interest Rate Risk Management" below).

Maturity Date - Notional Amount - (US dollars in millions)

	2025	2026	2027	2028	2029 onwards	Total	Fair Value at 12/2024
Buy US$ and sell:							
EUR	944.2	245.9	101.5	40.6	76.6	1,408.8	66.9
GBP	36.8	5.1	1.2	2.1	—	45.2	1.3
Other currencies	297.9	165.9	43.6	56.7	7.8	571.9	9.5
Total	1,278.9	416.9	146.3	99.4	84.4	2,025.9	77.7

Maturity Date - Notional Amount - (US dollars in millions)

	2025	2026	2027	2028	2029 onwards	Total	Fair Value at 12/2024
Sell US$ and buy:							
EUR	140.9	21.7	20.3	5.0	—	187.9	(12.6)
GBP	62.4	13.6	21.4	21.3	—	118.7	(4.4)
NIS	1,676.5	27.4	—	—	—	1703.9	25.9
Other currencies	67.6	1.9	—	—	—	69.5	(3.4)
Total	1,947.4	64.6	41.7	26.3	—	2,080.0	5.5

On December 31, 2024, a 5% and 10% strengthening of the U.S. dollar relative to the currencies in which our derivative instruments were denominated would have resulted in unrealized gains of $22.0 and $52.5 million, respectively, and a 5% and 10% weakening in the value of the U.S. dollar relative to the currencies in which our derivative instruments were denominated would have resulted in unrealized gains of $14.7 and $23.1 million, respectively. This calculation assumes that each exchange rate would have changed in the same direction relative to the U.S. dollar. Consistent with the use of these contracts to neutralize the effect of exchange rate fluctuations, most of such unrealized losses or gains would be offset by corresponding gains or losses, respectively, in the remeasurement of the underlying transactions being hedged. When taken together, these forward currency contracts and the offsetting underlying commitments did not create material market risk.

Interest Rate Risk Management

On December 31, 2024 our liquid assets and obligations were comprised of cash and cash equivalents, bank deposits, short and long-term loans, commercial paper and Notes. Our deposits were mainly in U.S. dollars.

In 2021, we issued NIS 1.9 billion (approximately $575 million) in Series B, C and D Notes. Following the issuance of Series B Notes we entered into cross-currency interest rate swap transactions in order to effectively hedge the effect of interest and exchange rate differences resulting from the NIS Notes. Under the cross-currency interest rate swaps, the Series B Notes were adjusted to the changes of the NIS to the U.S.dollar and will pay a fixed U.S. dollar interest rate of 1.92% per annum. Since the Notes issuance we repaid annually installments of the Notes in the amount of approximately $62 million annually. As of December 31, 2024 the balance of the Notes was approximately $342 million.

During 2024 and 2023, we completed issuances in Israel of a U.S. Dollar denominated commercial paper. On December 31, 2024, we had commercial paper in an aggregate amount of approximately $350 million par value issued and outstanding. The commercial paper bears an annual interest of the SOFR interest rate and an additional 1% - 1.25%. S&P Global Ratings Maalot Ltd. has assigned an ilA-1+ (on local scaling) short term rating to the above mentioned commercial paper. See also Item 18. Financial Statements – Note 12.

The remaining debt is mainly short and long-term loans in U.S. dollars.

Item 12. Description of Securities Other than Equity Securities.

Not applicable.

Item 13. Defaults, Dividend Arrearages and Delinquencies.

Not applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

Not applicable.

Item 15. Controls and Procedures.

Disclosure Controls and Procedures. We maintain disclosure controls and procedures designed to cause that information required to be disclosed in our periodic filings with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. These controls and procedures also provide that such information is accumulated and communicated to our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Also, management necessarily was required to use its judgment in evaluating the cost to benefit relationship of possible disclosure controls and procedures. As of December 31, 2024, we performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. The evaluation was performed with the participation of senior management and key corporate functions and under the supervision of the CEO and CFO. Based on the evaluation, our management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls after the date we completed the evaluation.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) under the Exchange Act, as amended, as a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

(1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of assets;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that our receipts and expenditures are being made in accordance with authorizations of our management and directors; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements including the possibility of human error and the circumvention or overriding of sound control procedures. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our CEO and CFO, assessed the effectiveness of our internal control over financial reporting as of December 31, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "Internal Control – Integrated Framework (2013 Framework"). Based on this assessment, management believes that, as of December 31, 2024, our internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Kost Forer Gabbay & Kasierer (Kost), a member of EY Global, an independent registered public accounting firm (PACOB) (IB:1281), as stated in their report included in Item 18. Financial Statements.

Changes in Internal Control over Financial Reporting. During the period covered by this annual report, there have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, except as discussed in "Enterprise Resource Planning (ERP) Implementation" below.

Enterprise Resource Planning (ERP) Implementation. We deployed an advanced ERP system, as part of a multi-year plan to integrate and upgrade our systems and processes. The implementation of this ERP system which has been occurring in phases, began in 2020 and is currently in an advanced stage. The system was implemented at the Company's corporate headquarters and at our segments' main sites, with operational capability gradually increasing in these sites as we continue with the implementation process. As the phased and ongoing maturing implementation of this system occurs, we are

experiencing certain changes to our processes and procedures which, in turn, result in changes to our internal control over financial reporting. While we expect the new ERP system to strengthen our internal financial controls by automating certain manual processes and standardizing business processes and reporting across our organization, management will continue to evaluate and monitor our internal controls as processes and procedures in each of the affected locations evolve.

Item 16A. Audit Committee Financial Expert.

As determined by our Board, Mr. Bar Nir and Prof. Nisan, members of our Audit and Financial Statements Review Committee, both meet the criteria of an "Audit Committee Financial Expert" under the applicable rules and regulations of the SEC, as determined by the Board. They are each independent, as that term is defined in the Nasdaq Rules. See also Item 6. Directors, Senior Management and Employees – Directors and Executive Officers – Board of Directors.

Item 16B. Code of Ethics.

We have adopted a code of business conduct and ethics that is applicable to all our directors, officers and employees, including our principal executive, financial and accounting officers and persons performing similar functions. The code of ethics was approved by our Board and covers areas of professional and business conduct. It is intended to promote honest and ethical behavior, including fair dealing and the ethical handling of conflicts of interest. The code of ethics is supplemented by our anti-bribery and corruption compliance policy and other related policies and procedures, including those relating to our whistleblower and investigations process, due diligence and business gifts and entertainment. We also have a supplier code of conduct that is applicable to ethics and compliance requirements for our supply chain. We provide training on our code of ethics to all of our employees. In accordance with the Company's procedures, routine conflicts of interest and other day to day ethics related issues are reviewed and addressed on an ongoing basis by the Company's authorized officers. Our code of ethics, anti-bribery and corruption compliance policy and supplier code of conduct, as well as certain other compliance related policies, are each posted on our website: www.elbitsystems.com. A copy of the code of ethics is available, without charge, to any Elbit Systems investor, employee or other person upon request to Elbit Systems Ltd., Office of the Corporate Secretary, P.O. Box 539, Advanced Technology Center, Haifa 3100401 Israel. For additional information on our ethics and anti-bribery and corruption compliance policies, see Item 4. Information on the Company – Environmental, Social and Governance (ESG) Practices.

Item 16C. Principal Accountant Fees and Services.

At the Annual General Meeting of Shareholders held in September 2024, our shareholders reappointed Kost to serve as our independent auditors. Kost and other EY affiliates billed the Company the following fees for professional services in each of the last two fiscal years:

(U.S. dollars in thousands)

	Year ended December 31, 2024	Year ended December 31, 2023
Audit and Audit Related Fees	$ 4,642	$ 4,757
Tax Fees	359	401
Other Fees	—	120
Total	$ 5,001	$ 5,278

"Audit and Audit Related Fees" are the aggregate fees for the audit of our consolidated annual financial statements. This category also includes assurance and related services reasonably related to the performance of the audit or review of the our consolidated financial statements and services generally provided by the independent auditor, such as consents and assistance with and review of documents filed with the SEC. It also includes fees billed for accounting consultations regarding the accounting treatment of matters that occur in the regular course of business, implications of new accounting pronouncements and other accounting issues that occur from time to time.

"Tax Fees" are the aggregate fees billed for professional services rendered for tax compliance and tax advice, other than in connection with the audit. Tax compliance involves preparation of original and amended tax returns, tax planning and tax advice.

"Other Fees" are fees billed for services related to assessment of finance software.

Kost and other EY affiliates did not bill the Company for services other than the Audit Fees, Tax Fees and Other Fees described above for fiscal year 2023 or fiscal year 2024.

Our Audit and Financial Statements Review Committee has adopted a pre-approval policy for the engagement of our independent auditors to perform audit and permitted non-audit services. Under this policy, which is designed to assure that such engagements do not impair the independence of our auditors, the Audit and Financial Statements Review Committee pre-approves annually a range of specific audit and non-audit services in the categories of Audit Services, Audit-Related Services, Tax Services and other services that may be performed by our independent auditors, and the maximum pre-approved fees that may be paid as compensation for each pre-approved service in those categories. Any proposed services exceeding the pre-approved fees or which include other scope of work, require specific pre-approval by the Audit and Financial Statements Review Committee. Accordingly, all of the above-mentioned independent auditor fees were pre-approved by our Audit and Financial Statements Review Committee.

Item 16D. Exemptions from the Listing Standards for Audit Committees.

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Reference is made to the disclosure relating to changes in shareholdings of major shareholders in Item 7. Major Shareholders and Related Party Transactions of this annual report on Form 20-F.

No shares were repurchased by Elbit Systems during 2024.

Item 16F. Changes in Registrant's Certifying Accountant.

Not Applicable.

Item 16G. Corporate Governance.

Generally, we follow corporate governance standards applicable to us under Israeli and U.S. laws and regulations and Nasdaq Rules.

As a foreign private issuer, Nasdaq Rule 5615(a)(3) allows us to follow Israeli corporate governance practices instead of certain Nasdaq requirements, subject to certain exceptions. This rule requires that we provide Nasdaq with a written statement from outside Israeli counsel stating that our corporate governance practices are not prohibited by Israeli law and disclose in our annual report the Nasdaq requirements we do not follow and the equivalent Israeli requirement.

According to our Articles of Association, the quorum required for a meeting of our shareholders, except in the case of certain extraordinary meetings convened in special circumstances, consists of at least two shareholders present in person or by proxy or other voting instrument and holding or representing between them at least one-third of the voting power. If a quorum is not present within one-half hour from the time appointed for the meeting, the meeting will be adjourned and at the adjourned meeting, the required quorum is then two shareholders, present in person or by proxy or other voting instrument, representing at least 10% of the voting power. Nasdaq Rule 5620(c) provides that a company listed on the Nasdaq Global Select Market should have a quorum requirement for shareholder meetings of at least one-third of the company's outstanding common voting stock. As described above, our general quorum requirement is consistent with the Nasdaq Rule 5620(c). However, in the case of an adjourned meeting, our Articles of Association, consistent with what is permissible under the Companies Law, provide for a 10% quorum requirement.

In 2018, our Board approved the establishment of the 2018 Equity Plan and authorized the grant of up to 1,000,000 options to purchase our ordinary shares. In 2021, our Board approved an amendment to the 2018 Equity Plan to authorize the grant of up to additional 500,000 options thereunder and in 2024 our Board approved an amendment to the 2018 Equity Plan and authorized the grant of up to additional 800,000 options thereunder. In 2022, our Board approved the establishment of the Employees Plan and authorized the grant of up to 1,100,000 options to purchase our ordinary shares. In 2024 our Board authorized the grant of up to additional 950,000 options thereunder. In lieu of Nasdaq Rule 5635(c), the Company follows home country practice, which does not require shareholder approval in connection with the establishment or amendment of the 2018 Equity Plan or the Employees Plan. In connection with these actions, we provided Nasdaq with written statements from outside Israeli counsel as required under Nasdaq Rule 5615(a)(3). See also Item 6. Directors, Senior Management and Employees – Share Ownership – Elbit Systems' Stock Option Plans – 2018 Equity Incentive Plan for Executive Officers and – 2022 Equity Incentive Plan for Employees.

Item 16H. Mine Safety Disclosure.

Not applicable.

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

Item 16J. Insider Trading Policies.

The Company has adopted an Insider Trading Policy governing the purchase, sale, and other dispositions of the Company's securities by directors, senior management and employees, that it believes is reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and listing standards applicable to the Company. For further information, please see the Insider Trading Policy filed as Exhibit 11.1 to this annual report.

Item 16K. Cybersecurity.

Risk Management and Strategy

As part of our overall risk management processes, we maintain a process for assessing, identifying and managing material risks from cybersecurity threats, including risks relating to the disruption of business operations or financial reporting systems, intellectual property theft, fraud, extortion, harm to employees or customers, violation of privacy laws and other legal and reputational risks (Cybersecurity Management Process). This process is focused on our main operating facilities and networks in Israel, while the processes at our subsidiaries abroad are led by local management and vary in light of their respective needs, operational considerations and regulatory requirements.

Cybersecurity risks are considered under our Cybersecurity Management Process on an ongoing basis and alongside other company risks as part of the Board's annual review of the Company's overall risk profile. The Cybersecurity Management Process is based on methodologies implemented in consultation with external enterprise risk professionals and with the involvement of company subject matter experts and management, as applicable. The process includes gathering information necessary to identify risks, evaluating the nature and severity of these risks, recognizing mitigation strategies, assessing the impact of these strategies on residual risks, as well as effectively responding to cybersecurity incidents when they occur.

Our Cybersecurity Management Process includes:

- a cybersecurity and information security framework that includes risk assessment and mitigation through a threat intelligence-driven approach, application controls, and enhanced security defenses. We strive to act in accordance with industry best practices as well as guidelines and instructions of the Israeli Director of Security of the Defense Establishment (DSDE);

- development, implementation, and improvement of policies and procedures designed to safeguard information and maintain availability of critical data and systems;

- utilization of software and hardware solutions designed to protect and monitor our environment, including, among others, multifactor authentication, access controls, system backups, encryption, firewalls, intrusion detection and prevention systems, misconfiguration systems and identity management systems – in each case, for specific systems as determined by the Company;

- leveraging ISO-27001/27032/27035 and ISO-27017/27018 standards for general information technology controls, and Sarbanes-Oxley Act of 2002 requirements for assessment of internal controls;

- information security awareness training, including among others “phishing testing” conducted on a quarterly basis by our cybersecurity team for employees, cybersecurity updates on a regular basis and enhanced training on a quarterly basis for specialized employees involved in our systems and processes that handle sensitive information, customer data and audits. We also run tabletop exercises led by our Chief Information Security Officer (CISO) for our Executive Vice President - Chief Operating Officer (COO), Chief Security Officer (CSO) and Chief Information Officer (CIO) on an annual basis to simulate a response to a cybersecurity incident, and use the findings to improve our practices, procedures, and technologies;

- a Cybersecurity Incident Response Plan, which provides a framework for handling cybersecurity incidents. Our Cybersecurity Incident Response Plan is based on the severity of the incident and facilitates cross-functional coordination across the Company and compliance with potentially applicable legal obligations, including processes for reporting material cybersecurity incidents to the Board and issuance of timely reports and public disclosures, when applicable. In addition, we have established at our headquarters in Israel a Security Operations Center (SOC) to monitor and detect cyber incidents in real time and to manage our methodological response to cyber incidents, which is managed by our detection and response (D&R) team;

- regular testing of our controls through penetration testing, vulnerability scanning, and attack simulation (including by utilizing breach attack simulations systems and using independent third-party service providers, as described below);

- collaborating with our peers in the areas of threat intelligence, vulnerability management and response and drills, while also sharing threat intelligence and best practices across different industries to fight cybercrime, enhance privacy, discuss new technologies, better understand the evolving regulatory environment, and advance capabilities in these areas;

- identification of threats associated with our use of third-party service providers, including by conducting surveys as necessary on a project-by project basis, while taking into consideration the needs of the project and in accordance with the level of risk associated with such project. We also include data security obligations and data breach notification requirements in our agreements with third-party service providers that have access to information originated from our IT systems, as necessary on a project-by project basis; and

- engagement of independent third-party service providers in connection with our Cybersecurity Management Process who regularly: (a) review, assess and report on our internal incident response preparedness and help identify areas for continued focus and improvement; and (b) test for cyber vulnerabilities. Elbit Systems has also initiated regular information technology reviews performed by a third party based on ISO-27001/27032/27035 and ISO-27017/27018. In addition, as an Israeli defense company, we are subject to periodic reviews by the DSDE, in which our cybersecurity processes, technologies and professional capabilities and certifications are evaluated in relation to the DSDE's requirements and standards.

In recent years we have devoted significant resources in an increasing level, to configure, operate, maintain, monitor, upgrade and improve the security of our systems and databases, handle cyber-incidents and meet applicable customer requirements regarding their protection. As of the date hereof, our business strategy, results of operations and financial condition have not been materially affected by risks from cybersecurity threats, including as a result of previous cybersecurity incidents, but we cannot provide assurance that they will not be materially affected in the future by such risks and any future material incidents. We have experienced an increase in the amount of these threats and attempted cyber-attacks over the last year, which may be related to the geopolitical environment. However, none of these acts were estimated to have had a material effect on the Company Where required, relevant authorities were notified in accordance with the relevant procedures the Company and its subsidiaries have in place. As reported in our annual report for 2022, during 2022 our monitoring and protection systems detected a cyber-incident at our U.S. subsidiary involving unauthorized access by a ransomware group to our subsidiary's network that resulted in disclosure of certain personal data and a minimal amount of non-critical business data. The incident was contained through the implementation of various measures, including the immediate shut-down of the network, which was gradually restored. Relevant authorities were notified by our subsidiary. We believe this incident did not have a material impact on the Company. For additional information related to our cybersecurity risks, see Item 3. Key Information – Risk Factors – Risks Related to Our Operations – A cyber or security attack or other similar incident resulting in a breach, disruption or failure in our or our supply chain's digital environment could adversely affect us.

Governance

Management

The Cybersecurity Management Process described above is managed by our COO and primarily implemented by our CISO, CIO and CSO.

Our CSO is authorized in accordance with the Israeli Regulation of Security in Public Entities Law, 5758-1998 and the procedures of the DSDE and the Company, to implement and oversee the Company's security guidelines and protection of the Company's networks in Israel, including by managing information security incidents, including cybersecurity incidents.

The day-to-day execution of our Cybersecurity Management Process, including the implementation of our information security strategy, policy, operations and cyber threat detection and response, is led by our CISO, who directly manages our cybersecurity team, comprising mainly of: (i) the design & implementation (D&I) team, which focuses on planning cyber defense architecture, topology and solutions for various systems of the Company, including our IT environment, and ongoing work with other relevant parties in the Company on the implementation of such cyber defense solutions; (ii) the governance, risk, compliance awareness (GRACE) team, which manages the Company's operations related to cybersecurity, including by: (A) applying procedures, principles and rules aiming to create a secured organizational environment that corresponds with the Company's policies and values; (B) identifying, verifying and managing cybersecurity risks; (C) determining standards of compliance to applicable law, regulations and internal procedures; (D) creating organizational awareness to cybersecurity threats and their effects; and (E) educating and exercising both human and technological systems to deal with cyber events; (iii) the D&R team, as described above, which monitors and detects cyber incidents in real time through the SOC and manages our methodological response to cyber incidents; (iv) the Intelligence & Defense (I&D) team that consolidates the intelligence obtained from different sources and submits it to the Company's relevant planning and application parties, who translates such intelligence to a collection of various defensive actions, and in addition, liaises between the CISO and the Company's divisions regarding cybersecurity aspects originating from the security policies of the DSDE and/or the Company; and (v) the system defense team, which focuses on cybersecurity aspects related to the Company's products and on the security of the supply chain from a software, code and development perspective. The execution of our cybersecurity processes is achieved also through ongoing periodic updates by our CISO to our COO, CIO and CSO, based on a pre-defined topic-based reporting matrix and also via ad-hoc updates and reports as required.

Our CISO is a certified Chief Information Security Officer, cyber security methodology professional and cyber security technology professional and has extensive professional experience in cyber security, information security, information technologies operations and in designing, implementing, and managing enterprise security solutions at large scales and across multiple regions.

Our cybersecurity processes, which are part of our Cybersecurity Management Process, are reviewed, updated and approved by our COO, CIO and CSO, with the involvement of additional professionals as applicable, based on analysis of the Company's current cybersecurity needs and the tools and technologies that could further enhance the Company's cybersecurity resilience and capabilities to address such needs.

Management has also adopted a multi-year cybersecurity work plan, which is formulated in coordination with the Company's cybersecurity professionals and approved annually (Cybersecurity Work Plan) by our COO and President and CEO. The Cybersecurity Work Plan and its implementation are reviewed and assessed by our COO on a periodic basis or earlier as necessary.

As an additional and complementing layer of review and assessment of our Cybersecurity Management Process, our internal auditor examines risk-related aspects of the Company's cybersecurity controls. The findings and suggestions of such audits are reported on an ongoing basis by our internal auditor to our Audit and Financial Statements Review Committee - Acting as the Audit Committee, which discusses said reports, findings and suggestions and provides guidelines and updates to the Board where necessary. Furthermore, within the framework of our Cybersecurity Incident Response Plan, we have internal escalation processes in place regarding cybersecurity incidents, to facilitate an efficient and timely flow of information to our CISO, CSO and relevant members of management (and ultimately to our Board, as discussed below).

Board of Directors and Audit and Financial Statements Review Committee - Acting as the Audit Committee

The Board is primarily responsible for the oversight of risks from cybersecurity threats. To fulfill this responsibility, our Board holds regular cybersecurity discussions on a semi-annual basis, during which it receives reports about cybersecurity risks from our COO, CISO, CSO and/or CIO and reviews the implementation and administration of the Cybersecurity Management Process. These reports may include, among others and as relevant: (a) a presentation of the Cybersecurity Work Plan and its status; (b) updates of the Audit and Financial Statements Review Committee - Acting as the Audit Committee in respect of its discussions and audits of the internal audit; (b) information regarding resource utilization, main actions taken, external consulting, new tools, audits and trainings with respect to cybersecurity; (c) updates of material cybersecurity threats or incidents and responses thereto if relevant; (d) regulatory updates; and (e) updates on cybersecurity trends, threat intelligence landscape and the results of assessments performed by internal stakeholders or third-party advisors.

Furthermore, as part of the Company's risk management process, the Board holds an annual review of the Company's risk profile which considers cybersecurity risks, as described above. In addition, the Board, as well as the Audit and Financial Statements Review Committee - Acting as the Audit Committee, may conduct discussions on cybersecurity matters outside of the regular semi-annual discussions, as it deems necessary.

As mentioned above, there are also internal escalation processes in place within the framework of our Cybersecurity Incident Response Plan for providing ad-hoc updates to the Board regarding material cybersecurity incidents.

Item 17. Financial Statements.

Not applicable.

Item 18. Financial Statements.

See Consolidated Financial Statements attached to this annual report on Form 20-F.

Item 19. Exhibits.

(a) Index to Financial Statements

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(b) Exhibits

#	Description
1.1	Elbit Systems' Memorandum of Association[(1)]
1.2	Elbit Systems' Restated Articles of Association
2.1	Description of Securities
4.2.1	Elbit Systems Ltd. 2018 Equity Incentive Plan for Executive Officers[(2)]
4.2.2	Elbit Systems Ltd. 2022 Equity Incentive Plan for Employees[(3)]
4.3	Elbit Systems Ltd. Compensation Policy for Executive Officers and Directors
4.4	Summary of IMI Acquisition Agreements[(4)]
8	Major Operating Subsidiaries of Elbit Systems
11.1	Insider Trading Policy
12.1	Certification of Chief Executive Officer of the Registrant pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended
12.2	Certification of Chief Financial Officer of the Registrant pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended
13.1	Certification of Chief Executive Officer of the Registrant pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certification of Chief Financial Officer of the Registrant pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15	Consent of Kost Forer Gabbay & Kasierer
97	Policy Regarding Recovery of Erroneously Awarded Compensation[(5)]
101	Inline XBRL Interactive Data File
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

(1) Filed as Exhibit 1.1 to Elbit Systems' annual report on Form 20-F, filed with the SEC on March 25, 2020, and incorporated herein by reference.

(2) Filed as Exhibit 4.2.1 to Elbit Systems' annual report on Form 20-F, filed with the SEC on March 28, 2024, and incorporated herein by reference.

(3) Filed as Exhibit 4.2.2 to Elbit Systems' annual report on Form 20-F, filed with the SEC on April 7, 2022, and incorporated herein by reference.

(4) Filed as Exhibit 4.4 to Elbit Systems' annual report on Form 20-F, filed with the SEC on March 19, 2019, and incorporated herein by reference.

(5) Filed as Exhibit 97 to Elbit Systems' annual report on Form 20-F, filed with the SEC on March 28, 2024, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 20, 2025

ELBIT SYSTEMS LTD.

By: /s/ BEZHALEL MACHLIS

Name: **Bezhalel Machlis**

Title: **President and Chief Executive Officer**
(Principal Executive Officer)

ELBIT SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
As of December 31, 2024

ELBIT SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
As of December 31, 2024
in thousands of U.S. dollars

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Kost Forer Gabbay & Kasierer
144 Menachem begin St.
Tel-Aviv 6492102, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

To the Shareholders and Board of Directors of Elbit Systems Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Elbit Systems Ltd. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes, and financial statement schedule listed in the Index at Item 19 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31,2024 , based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 20 , 2025, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Kost Forer Gabbay & Kasierer
144 Menachem begin St.
Tel-Aviv 6492102, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

Title	**Revenue Recognition**
Description of the Matter	As described in note 2 to the consolidated financial statements, the Company generated the majority of its revenues from long-term contracts with its customers for which the related performance obligations are satisfied over time. The Company recognizes revenues on such contracts using the percentage-of-completion cost-to-cost measure of progress. Under this method, the Company measures progress towards completion based on the ratio of costs incurred to date to the estimated total costs to complete the performance obligation(s) (referred to as the estimate-at-completion, or "EAC"). The determination of contract EACs requires management to make significant estimates and assumptions to estimate contract revenues, costs and profit associated with its contracts with customers. At the outset of a long-term contract, the Company identifies risks to the achievement of the technical, schedule and cost aspects of the contract or anticipated contract, estimates the consideration to be received, and monitors and assesses the effects of those risks on its estimates throughout the contract's life cycle. Significant changes in EAC estimates could have a material effect on the Company's estimated revenue and gross profit recorded during the period under audit. Auditing revenue recognition based on the percentage-of-completion cost-to-cost measure of progress method was complex due to the judgment involved in evaluating management's significant estimates and assumptions about project economics, schedule and technical feasibility, both at contract inception and throughout the contract's life cycle.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of relevant internal controls over the Company's revenue recognition process. For example, we tested internal controls over management's preparation and periodic reviews of the EAC analyses and the significant assumptions underlying a contract's estimated value and estimated total EAC. We also tested internal controls that management executes to assess the accuracy and completeness of the underlying data used in management's EAC analyses. To test the Company's EAC analyses, our audit procedures included, among others, obtaining an understanding of the contract and the contractual terms, evaluated, for a sample of contracts, the Company's historical ability to accurately estimate expected costs by comparing management's estimates of labor hours, subcontractor costs and materials required to complete the contract to actual results. We also verified costs incurred by comparing them to supporting documents and agreed key terms to contract documentation, including estimated contract value. In addition, we verified that the variances in costs incurred from projected costs are properly reflected in the EAC analyses. Finally, we assessed the appropriateness of the related disclosures in the consolidated financial statements.

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ey.com

Title	**Defined Benefit Pension Plan Obligations**
Description of the Matter	As described in note 17, as of December 31, 2024, the Company's aggregate defined benefit pension obligation was $510 million and exceeded the fair value of pension plan assets of $302 million, resulting in an unfunded defined benefit pension obligation of $208 million. The Company updates the estimates used to measure the defined benefit pension obligation and plan assets at year-end or upon a remeasurement event to reflect updated participant data, actuarial assumptions and actual return on plan assets, among others. Auditing the defined benefit pension obligation was complex and required the subjective auditor judgment due to judgmental nature of the significant actuarial assumptions such as discount rates, expected long-term rate of return on plan assets, future salaries increase and assumed mortality rates, used in the management's measurement process. These assumptions have a significant effect on the projected benefit obligation, with the discount rate being the most sensitive of those assumptions.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of relevant internal controls over management's measurement and valuation of the defined benefit pension obligation. For example, we tested the internal controls over management's review of the defined benefit pension obligation calculations, the significant actuarial assumptions and the data inputs provided to the actuaries. To test the defined benefit pension obligation, our audit procedures included, among others, evaluating the methodology used, the significant actuarial assumptions described above, and the underlying data used by the Company. For example, we confirmed the consistency of the actuarial assumptions used by management and evaluated that the change in the defined benefit pension obligation from the prior year was due to the effects of service cost, interest cost, actuarial gains and losses, benefit payments, contributions and new mortality assumptions. In addition, we involved our actuarial specialists to assist in evaluating management's methodology for determining the discount rates and that the discount rates reflect the duration of the related benefit payments. To evaluate the reasonableness of future salary increases and the mortality assumptions, we assessed whether the information is consistent with publicly available information. We also tested the completeness and accuracy of the underlying data, including the participant data used in the actuarial calculations. To evaluate the expected return on plan assets, we assessed whether management's assumption was consistent with a range of returns for a portfolio of comparative investments. In addition, we evaluated the appropriateness of the related disclosures in the consolidated financial statements.

/s/ Kost Forer Gabbay & Kasierer

A member of EY Global

We have served as the Company's auditor since 2003.

Tel Aviv, Israel
March 20, 2025

Kost Forer Gabbay & Kasierer
144 Menachem begin St.
Tel-Aviv 6492102, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Elbit Systems Ltd.

Opinion on Internal Control over Financial Reporting

We have audited Elbit Systems Ltd. and subsidiaries' internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Elbit Systems Ltd. and subsidiaries' (the "Company") maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and 2023 the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and financial statement schedule listed in the Index at Item 19 and our report dated March 20, 2025, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Kost Forer Gabbay & Kasierer
A member of EY Global
Tel Aviv, Israel
March 20, 2025

ELBIT SYSTEMS LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

U.S. dollars (In thousands, except share data)

	Note	December 31, 2024	December 31, 2023
CURRENT ASSETS:			
Cash and cash equivalents		$ 265,351	$ 197,429
Short-term bank deposits		1,330	10,518
Trade and unbilled receivables and contract assets, net	3	2,942,886	2,716,762
Other receivables and prepaid expenses	4	371,918	285,352
Inventories, net	5	2,773,696	2,298,019
Total current assets		6,355,181	5,508,080
LONG-TERM INVESTMENTS AND RECEIVABLES:			
Investments in affiliated companies and other companies	6	126,007	145,350
Long-term trade and unbilled receivables and contract assets	7	516,299	364,719
Long-term bank deposits and other receivables	8	67,510	87,648
Deferred income taxes, net	18F	34,064	23,423
Severance pay fund	2R	223,167	206,943
		967,047	828,083
OPERATING LEASE RIGHT OF USE ASSETS	9	527,075	425,884
PROPERTY, PLANT AND EQUIPMENT, NET	10	1,276,948	1,087,950
GOODWILL	11	1,490,585	1,499,065
OTHER INTANGIBLE ASSETS, NET	11	354,760	390,520
TOTAL ASSETS		$ 10,971,596	$ 9,739,582

ELBIT SYSTEMS LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

U.S. dollars (In thousands, except share data)

	Note	December 31, 2024	December 31, 2023
CURRENT LIABILITIES:			
Short-term credit and loans	12	$ 450,856	$ 576,594
Current maturities of long-term loans and Series B, C and D Notes	15,16	74,561	75,286
Operating lease liabilities	9	84,912	67,390
Trade payables		1,343,816	1,254,126
Other payables and accrued expenses	13	1,207,717	1,194,347
Contract liabilities	14	2,149,306	1,656,103
Total current liabilities		5,311,168	4,823,846
LONG-TERM LIABILITIES:			
Long-term loans, net of current maturities	15	27,395	41,227
Series B, C and D Notes, net of current maturities	16	278,529	342,847
Employee benefit liabilities	2Q,17	454,334	510,416
Deferred income taxes and tax liabilities, net	18F	73,916	55,240
Contract liabilities	14	816,796	354,319
Operating lease liabilities	9	454,057	363,100
Other long-term liabilities	20	274,421	298,296
Total long-term liabilities		2,379,448	1,965,445
COMMITMENTS AND CONTINGENT LIABILITIES	21		
EQUITY:	22		
Elbit Systems Ltd. equity:			
Share capital:			
Ordinary shares of 1 New Israeli Shekels (“NIS”) par value each; Authorized – 80,000,000 shares as of December 31, 2024 and 2023; Issued and outstanding 44,547,673 and 44,453,850 shares as of December 31, 2024 and 2023, respectively.		12,842	12,816
Additional paid-in capital		459,330	443,570
Accumulated other comprehensive income (loss)		64,298	(17,797)
Retained earnings		2,741,070	2,508,914
Total Elbit Systems Ltd. equity		3,277,540	2,947,503
Non-controlling interests		3,440	2,788
Total equity		3,280,980	2,950,291
TOTAL LIABILITIES AND EQUITY		$ 10,971,596	$ 9,739,582

The accompanying notes are an integral part of the consolidated financial statements.

ELBIT SYSTEMS LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

U.S. dollars (In thousands, except per share data)

	Note	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Revenues	2S, 23	$ 6,827,871	$ 5,974,744	$ 5,511,549
Cost of revenues		5,186,051	4,491,790	4,138,266
Gross profit		1,641,820	1,482,954	1,373,283
Operating expenses:				
Research and development, net	24	466,402	424,420	435,650
Marketing and selling, net		375,358	359,141	326,020
General and administrative, net		311,007	330,285	313,047
Other operating income, net	9D	—	—	(68,918)
Total operating expenses		1,152,767	1,113,846	1,005,799
Operating income		489,053	369,108	367,484
Financial expenses, net	25	(151,125)	(137,827)	(51,364)
Other income (expenses), net	26	3,818	(4,787)	(23,562)
Income before income taxes		341,746	226,494	292,558
Income taxes	18D	(39,058)	(22,913)	(24,131)
		302,688	203,581	268,427
Equity in net earnings of affiliated companies and partnerships	6B	19,176	12,275	7,042
Net income		$ 321,864	$ 215,856	$ 275,469
Less: net income attributable to non-controlling interests		(726)	(725)	(21)
Net income attributable to Elbit Systems Ltd.'s shareholders		$ 321,138	$ 215,131	$ 275,448
Basic net earnings per share attributable to Elbit Systems Ltd.'s shareholders	22	$ 7.22	$ 4.85	$ 6.21
Diluted net earnings per share attributable to Elbit Systems Ltd.'s shareholders		$ 7.18	$ 4.82	$ 6.18
Weighted average number of shares used in computation of basic net earnings per share		44,480	44,375	44,322
Weighted average number of shares used in computation of diluted net earnings per share		44,709	44,592	44,581

The accompanying notes are an integral part of the consolidated financial statements.

ELBIT SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

U.S. dollars (In thousands)

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Net income	$ 321,864	$ 215,856	$ 275,469
Other comprehensive income (loss), net of tax:(*)			
Foreign currency translation differences	(18,025)	4,572	(17,946)
Unrealized gains (losses) on derivative instruments	67,899	(15,197)	(87,004)
Pension and other post-retirement benefit plans	32,147	64,517	130,329
	82,021	53,892	25,379
Total comprehensive income	403,885	269,748	300,848
Less: comprehensive income attributable to non-controlling interest	1,246	856	899
Comprehensive income attributable to Elbit Systems Ltd.'s shareholders	$ 405,131	$ 270,604	$ 301,747

(*) Other comprehensive income (loss), net of tax expenses in the amounts of $3,541, $132 and $1,419 for the years 2024, 2023 and 2022, respectively.

The accompanying notes are an integral part of the consolidated financial statements.

ELBIT SYSTEMS LTD. AND SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY

U.S. dollars (In thousands, except share data)

	Number of outstanding shares	Share capital	Additional paid–in capital	Accumulated other comprehensive income (loss)	Retained earnings	Non–controlling interest	Total equity
Balance as of January 1, 2022	44,260,868	$ 12,762	$ 420,966	$ (97,857)	$ 2,195,764	$ 14,628	$ 2,546,263
Exercise of options	83,338	24	—	—	—	—	24
Stock based compensation	—	—	10,463	—	—	—	10,463
Dividends paid and declared	—	—	—	—	—	(11,275)	(11,275)
Dividends paid and declared	—	—	—	—	(88,648)	—	(88,648)
Other comprehensive loss, net of tax expense of $1,419	—	—	—	26,299	—	(920)	25,379
Net income attributable to non-controlling interests	—	—	—	—	—	21	21
Net income attributable to Elbit Systems Ltd.'s shareholders	—	—	—	—	275,448	—	275,448
Balance as of December 31, 2022	44,344,206	$ 12,786	$ 431,429	$ (71,558)	$ 2,382,564	$ 2,454	$ 2,757,675

The accompanying notes are an integral part of the consolidated financial statements.

STATEMENTS OF CHANGES IN EQUITY

U.S. dollars (In thousands, except share data)

	Number of outstanding shares	Share capital	Additional paid–in capital	Accumulated other comprehensive income (loss)	Retained earnings	Non–controlling interest	Total equity
Balance as of January 1, 2023	44,344,206	$ 12,786	$ 431,429	$ (71,558)	$ 2,382,564	$ 2,454	$ 2,757,675
Exercise of options	109,644	30	—	—	—	—	30
Stock-based compensation	—	—	12,141	—	—	—	12,141
Dividends paid and decleared	—	—	—	—	(88,781)	(522)	(89,303)
Other comprehensive income, net of tax income of $132	—	—	—	53,761	—	131	53,892
Net income attribuatable to non controlling interests	—	—	—	—	—	725	725
Net income attributable to Elbit Systems Ltd.'s shareholders	—	—	—	—	215,131	—	215,131
Balance as of December 31, 2023	44,453,850	$ 12,816	$ 443,570	$ (17,797)	$ 2,508,914	$ 2,788	$ 2,950,291

The accompanying notes are an integral part of the consolidated financial statements.

ELBIT SYSTEMS LTD. AND SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY

U.S. dollars (In thousands, except share data)

	Number of outstanding shares	Share capital	Additional paid–in capital	Accumulated other comprehensive income (loss)	Retained earnings	Non–controlling interest	Total equity
Balance as of January 1, 2024	44,453,850	$ 12,816	$ 443,570	$ (17,797)	$ 2,508,914	$ 2,788	$ 2,950,291
Exercise of options	93,823	26	—	—	—	—	26
Stock-based compensation	—	—	15,760	—	—	—	15,760
Dividends paid and declared	—	—	—	—	(88,982)	—	(88,982)
Other comprehensive income, net of tax expense of $3,541	—	—	—	82,095	—	(74)	82,021
Net income attributable to non controlling interests	—	—	—	—	—	726	726
Net income	—	—	—	—	321,138	—	321,138
Balance as of December 31, 2024	44,547,673	$ 12,842	$ 459,330	$ 64,298	$ 2,741,070	$ 3,440	$ 3,280,980

The accompanying notes are an integral part of the consolidated financial statements.

ELBIT SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars (In thousands)

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 321,864	$ 215,856	$ 275,469
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	158,391	164,799	161,290
Stock-based compensation	15,760	12,141	10,463
Amortization of Series B, C and D related issuance costs, net	493	579	773
Deferred income taxes and reserve, net	1,649	(13,165)	(2,219)
Gain on sale of property, plant and equipment	(596)	(651)	(18,995)
Loss (gain) on sale of investments, remeasurement of investments held under fair value method	18,136	4,990	(7,360)
Equity in net earnings of affiliated companies and partnerships, net of dividend received(*)	(8,213)	10,046	11,368
Changes in operating assets and liabilities, net of amounts acquired:			
Decrease (increase) in short and long-term trade and unbilled receivables and contract assets, net and prepaid expenses	(473,926)	(96,594)	97,151
Increase in inventories, net	(480,309)	(351,594)	(305,058)
Increase (decrease) in trade payables, other payables and accrued expenses	65,663	175,446	(123,289)
Severance, pension and termination indemnities, net	(40,159)	(24,331)	(51,689)
Increase in contract liabilities	955,857	16,187	192,164
Net cash provided by operating activities	534,610	113,709	240,068
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and other assets, net of investment grants and evacuation grants	(215,051)	(187,037)	(205,110)
Acquisitions of subsidiaries and business operations, net of cash assumed (Schedule A)	—	(10,380)	(12,430)
Investments in affiliated companies and other companies, net	(3,603)	(5,416)	(4,466)
Deconsolidation of subsidiary (Schedule B)	7,376	—	81,487
Deferred payment on acquisition	—	—	(50,749)
Proceeds from sale of property, plant and equipment	4,107	1,466	24,882
Proceeds from sale of investments	18,594	151	11,651
Proceeds from sale (investment in) of long-term deposits, net	(180)	83	186
Proceeds from (investment in) short-term deposits, net	9,923	(9,467)	2,567
Net cash used in investing activities	(178,834)	(210,600)	(151,982)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from exercise of options	26	30	24
Issuance of commercial paper, net	36,380	313,620	—
Repayment of long-term loans	(11,320)	(246,231)	(122,353)
Proceeds from long-term loans	—	20,000	39,547
Repayment of Series B, C and D Notes	(61,862)	(62,434)	(65,379)
Dividends paid	(88,958)	(89,248)	(86,813)
Change in short-term bank credit and loans, net	(162,120)	147,475	99,003
Net cash provided by (used in) financing activities	(287,854)	83,212	(135,971)
Net increase (decrease) in cash and cash equivalents	67,922	(13,679)	(47,885)
Cash and cash equivalents at the beginning of the year	$ 197,429	$ 211,108	$ 258,993
Cash and cash equivalents at the end of the year	$ 265,351	$ 197,429	$ 211,108
(*) Dividends received from affiliated companies	$ 10,963	$ 22,321	$ 18,409

The accompanying notes are an integral part of the consolidated financial statements.

U.S. dollars (In thousands, except per share data)

SUPPLEMENTAL CASH FLOW ACTIVITIES:

Cash paid during the year for:	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Income taxes, net	$ 34,890	$ 30,708	$ 75,593
Interest	$ 76,332	$ 66,766	$ 25,579

Schedule A: Acquisitions of subsidiaries and business operations

Fair value of assets acquired and liabilities assumed at the date of acquisition was as follows:	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Working capital (deficit), net (excluding cash and cash equivalents)	$ —	$ 246	$ 5,085
Property, plant and equipment	—	19	5,163
Other long-term assets	—	77	—
Goodwill and other intangible assets	—	16,220	38,017
Investment in Company accounted for under the equity method	—	—	(8,191)
Deferred income taxes	—	—	(171)
Employee benefit liabilities, net	—	—	(269)
Long-term liabilities	—	(6,182)	(27,204)
	$ —	$ 10,380	$ 12,430

Schedule B: Deconsolidation of subsidiary

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Working capital (deficit), net (excluding cash and cash equivalents)	$ (4,070)	$ —	$ (35,901)
Property, plant and equipment	(1,597)	—	(48,365)
Other long-term assets	(3,179)	—	(4,254)
Other long-term liabilities	83	—	12,870
Other comprehensive income	1,479	—	(3,177)
Non-controlling interest	—	—	11,275
Gain from deconsolidation	(92)	—	(13,935)
	$ (7,376)	$ —	$ (81,487)

Schedule C: Supplemental disclosures of non-cash investing activities

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Purchase of property and equipment with accounts payable	$ 79,197	$ 82,515	$ 41,272

The accompanying notes are an integral part of the consolidated financial statements.

U.S. dollars (In thousands, except per share data)

Note 1 - GENERAL

A. GENERAL

Elbit Systems Ltd. ("Elbit Systems") is an Israeli corporation that is approximately 43.95% owned by Federmann Enterprises Ltd. Elbit Systems' shares are traded on the Nasdaq Global Select Market in the United States ("Nasdaq") and on the Tel-Aviv Stock Exchange ("TASE").

Elbit Systems and its subsidiaries (collectively the "Company") are engaged mainly in the fields of defense, homeland security and commercial aviation. Elbit Systems' major wholly-owned subsidiaries are Elbit Systems of America, LLC ("ESA"), Elbit Systems Electro-Optics Elop Ltd. ("Elop"), Elbit Systems C4I and Cyber Ltd. ("C4I and Cyber"), Elbit Systems EW and SIGINT - Elisra Ltd. ("Elisra"), Elbit Systems Land Ltd. ("ELS") and IMI Systems Ltd. ("IMI").

The Company reports segment information in five segments. The Company's segments are organized based on a combination of the nature of products and services offered, together with a organizational structure. (See Note 23). The Company's five reportable segments are:

- Aerospace – mainly provides products and systems for airborne platforms, unmanned aerial solutions, precision guided munition (PGM) sensors, aerostructures, training and simulator systems, flight academy solutions, as well as commercial aviation systems.
- C4I and Cyber – mainly provides C4ISR systems, data links and radio communication systems and equipment, cyber intelligence solutions, autonomous solutions and homeland security solutions.
- Intelligence, Surveillance, Target Acquisition and Reconnaissance (ISTAR) and Electronic Warfare (EW) – mainly provides a wide range of electro-optic and laser systems and products and also provides a wide range of EW systems and SIGINT systems.
- Land – mainly provides land-based systems and products for armored and other military vehicles, artillery and mortar systems, munitions for land, air and sea applications including PGM, armored vehicle and other platforms' survivability and protection systems.
- Elbit Systems of America ("ESA") – mainly provides products and systems solutions principally to U.S. military, foreign military sales (FMS/FMF), homeland security (HLS), medical instrumentation and commercial aviation customers.

B. SALES TO GOVERNMENTAL AGENCIES

The Company derives a majority of its revenues from direct or indirect sales to governments or governmental agencies. As a result, these sales are subject to the special risks associated with sales to governments or governmental agencies. These risks include, among others, dependence on the resources allocated by governments to defense programs, changes in governmental priorities, anti-corruption regulations, changes in governmental regulations, cyber security and information assurance requirements and changes in governmental approvals regarding export licenses required for the Company's products and for its suppliers. As for major customers, refer to Note 23B.

Note 1 - GENERAL

C. "SWORDS OF IRON" WAR

On October 7, 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of brutal attacks on civilian and military targets. Hamas and soon thereafter Hezbollah, operating from Lebanon, launched extensive rocket attacks on the Israeli population and industrial centers, including areas in which some of Elbit's facilities and employees were located. Following the October 7 attacks, the State of Israel declared a state of war, which it called "Swords of Iron", commencing a military campaign in Gaza and, at a later stage, in Lebanon. Israel was also subject to missile and drone attacks by Iran and other terrorist organizations on different fronts, including the Houthi movement from Yemen and rebel militia groups in Syria. These attacks prompted military responses by Israel. In addition, the Houthi movement launched attacks on shipping in the Red Sea, resulting in widespread rerouting of cargo ships and some shipping companies ceasing shipments to Israel. The current situation is complex, with a temporary ceasefire agreed to between Israel and Lebanon at the end of November 2024 and a separate temporary ceasefire declared with Hamas in January 2025. The results of both ceasefires are uncertain.

Since the commencement of the war, Elbit Systems has experienced a material increased demand for its products and solutions from the Israel Ministry of Defense (IMOD) compared to the demand levels prior to the war. The Company has also increased its support to the IMOD, mainly through deliveries of its various systems and the dedicated efforts of its employees. At the same time, the Company and its subsidiaries around the world continued to conduct their business in international markets. During 2024, the Company was awarded contracts by the IMOD totaling over $5,000,000. Subject to further developments, which are difficult to predict, the IMOD's increased demand for the Company's products and solutions may continue and could generate material additional orders to the Company.

While the vast majority of the Company's facilities in Israel continue to operate uninterrupted, some of Elbit's operations have experienced disruptions due to supply chain and operational constraints, including among others due to the temporary evacuation of employees working at facilities subject to missile attack, significant employee call up for reserve duty, increase in transportation costs and delays due to factors such as the Houthi movement attacks on shipping in the Red Sea, material and component shortages, limitations imposed by some countries on exports to Israel and attacks on some of Elbit's global facilities by anti-Israeli organizations.

Elbit Systems has taken a number of steps to protect the safety and security of its employees in Israel and abroad, to support increased production, mitigate existing and potential supply chain disruptions and to maintain business continuity, including the relocation of certain production lines from facilities in evacuated areas to alternative facilities, recruitment of additional employees, increased monitoring of global supply chains to identify delays, shortages and bottlenecks, rescheduling deliveries to certain customers as necessary, and increased inventories. As of March 6, 2025, most relocated production lines have returned to their original locations, most employees evacuated from facilities subject to attacks have returned to their original locations and the percentage of employees called up for reserve duty has declined from approximately 5% on December 31, 2024 to approximately 4%. This rate could fluctuate depending on future developments.
The extent of the effects of the war on the Company's performance will depend on future developments that are difficult to predict at this time, including its duration and scope. We continue to monitor the situation closely.

U.S. dollars (In thousands, except per share data)

Note 1 - GENERAL (Cont.)

D. ACQUISITIONS AND INVESTMENTS

1. On February 29, 2024, the Company's subsidiary, Elbit Systems United Kingdom, sold its holdings in a wholly-owned subsidiary, Elite KL Ltd., for approximately $7,400. As a result the Company recognized a gain of approximately $92.

2. On April 1, 2023, ESA completed the acquisition of 100% of Pacific Electronics Enterprises Inc. ("PEE") for a purchase price of approximately $10,000. PEE is located in Huntington beach, California, and specializes in the overhaul and repair of a wide spectrum of avionic equipment (communication, navigation, radar) and ground-based electronic systems.

3. On April 1, 2022, the Company completed the acquisition of 100% of an Israeli affiliated company, Opgal Industries Ltd. previously held by the Company at 50%, for a purchase price of an amount of approximately $8,000.

4. On November 1, 2022 , the Company completed the acquisition of 100% of a Swiss company, for a purchase price of approximately $24,000, of which approximately $21,000 is contingent consideration, which may become payable on the occurrence of certain future events. As of December 31, 2024, the contingent consideration was approximately $20,600 (See Note 20).

5. On November 25, 2018, the Company completed the acquisition of 100% of the interests in an Israeli company, IMI Systems Ltd. and its subsidiaries (collectively: “IMI”), for a total nominal consideration of approximately $520,000 (approximately NIS 1,900 million). The consideration was comprised of the following: approximately $380,000 (approximately NIS 1,400 million) paid in cash, and approximately $24,000 (approximately NIS 90 million) as contingent consideration recorded at fair value subject to IMI achieving agreed performance goals. During 2024, the Company eliminated its contingent consideration and as a result recognized a gain of approximately $14,900 in general and administrative expenses.

   Further to the acquisition agreement, the Company was entitled to premises evacuation compensation in the amount of approximately $365,000 (approximately NIS 1,365 million), upon the relocation of certain of IMI's facilities. During 2019, the Company sold the premises evacuation receivable for the amount of approximately $345,000 to an Israeli bank and accounted for the transaction as a true sale under ASC 860. The Company is still entitled to receive customer price index adjustments on the base premises evacuation receivable, which is recorded as a financial asset measured at fair value and as of December 31, 2024 amounted to approximately $42,600 (See Note 4 and Note 8).

   During 2022, the Company sold IMI's holdings in 84.98%-owned subsidiary, Ashot Ashkelon Industries Ltd. (TASE: ASHO), for approximately $81,487. As a result the Company recognized a gain of approximately $7,053.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP").

A. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The most significant assumptions are employed in estimates used in determining values of business combinations, impairment of long-lived assets and goodwill, useful lives of long-lived assets, income taxes including the valuation of deferred tax assets and uncertain tax positions, stock-based compensation expenses, post-employment benefits liabilities (including the actuarial assumptions), as well as in estimates used in applying the Company's revenue recognition policies. Actual results may differ from estimated results.

B. FUNCTIONAL CURRENCY

The Company's revenues are generated mainly in U.S. dollars. In addition, most of the Company's costs are incurred in U.S. dollars. The Company's management believes that the U.S. dollar is the primary currency of the economic environment in which the Company operates. Thus, the functional and reporting currency of the Company is the U.S. dollar.

Transactions and balances of the Company and certain subsidiaries that are denominated in other currencies have been remeasured into U.S. dollars in accordance with principles set forth in ASC 830, "Foreign Currency Matters". All exchange gains and losses from the remeasurement mentioned above are reflected in the statement of income as financial expenses or income, as appropriate.

For those Israeli and non-Israeli subsidiaries and investees whose functional currency has been determined to be other than the U.S. dollar, assets and liabilities are translated at year-end exchange rates, and statement of income items are translated at average exchange rates prevailing during the year. Resulting translation differences are recorded as a separate component of accumulated other comprehensive income (loss) in equity.

C. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Elbit Systems and its wholly and majority-owned subsidiaries and variable interest entities that are required to be consolidated.

Intercompany transactions and balances, including profit from intercompany sales not yet realized outside the Company, have been eliminated upon consolidation.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

D. COMPREHENSIVE INCOME

The Company accounts for comprehensive income in accordance with ASC 220, "Comprehensive Income". This statement establishes standards for the reporting and display of comprehensive income and its components. Comprehensive income generally represents all changes in shareholders' equity during the period except those resulting from investments by, or distributions to, shareholders. Accordingly, the Company presents a separate statement of consolidated comprehensive income.

The following table displays the changes in accumulated other comprehensive income (loss), net of taxes, in the amount of $82,095, $53,761 and $26,299, for the years ended December 31, 2024, 2023 and 2022, respectively, by components:

	Unrealized gains (losses) on derivative instruments	Unrealized gains (losses) with respect to pension and post-retirement benefit plans	Foreign currency translation differences	Total
Balance as of December 31, 2021	$ 50,570	$ (99,181)	$ (49,246)	$ (97,857)
Other comprehensive income (loss) before reclassifications	(138,485)	127,673	(15,743)	(26,555)
Amount reclassified from accumulated other comprehensive income (loss)	51,481	2,656	(1,283)	52,854
Net current-period other comprehensive income (loss)	(87,004)	130,329	(17,026)	26,299
Balance as of December 31, 2022	$ (36,434)	$ 31,148	$ (66,272)	$ (71,558)
Other comprehensive income (loss) before reclassifications	(112,641)	88,686	4,441	(19,514)
Amount reclassified from accumulated other comprehensive income (loss)	97,444	(24,169)	—	73,275
Net current-period other comprehensive income (loss)	(15,197)	64,517	4,441	53,761
Balance as of December 31, 2023	$ (51,631)	$ 95,665	$ (61,831)	$ (17,797)
Other comprehensive income (loss) before reclassifications	42,653	75,218	(17,951)	99,920
Amount reclassified from accumulated other comprehensive income (loss)	25,246	(43,071)	—	(17,825)
Net current-period other comprehensive income (loss)	67,899	32,147	(17,951)	82,095
Balance as of December 31, 2024	$ 16,268	$ 127,812	$ (79,782)	$ 64,298

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

E. BUSINESS COMBINATIONS

The Company applies ASC 805, "Business Combinations". ASC 805 requires recognition of assets acquired, liabilities assumed and non-controlling interest in the acquired entity at the acquisition date, measured at their fair values as of that date. This ASC also requires the fair value of acquired in-process research and development ("IPR&D") to be recorded as intangibles with indefinite lives, contingent consideration to be recorded on the acquisition date and restructuring and acquisition-related deal costs to be expensed as incurred. Any excess of the fair value of net assets acquired over purchase price and any subsequent changes in estimated contingencies are to be recorded in earnings. In addition, changes in valuation allowance related to acquired deferred tax assets and in acquired income tax position are to be recognized in earnings.

F. CASH AND CASH EQUIVALENTS

Cash equivalents are short-term highly liquid investments that are readily convertible to cash with original maturities of three months or less, when purchased.

G. SHORT-TERM BANK DEPOSITS

Short-term bank deposits are deposits with original maturities of more than three months but less than one year. The short-term bank deposits are presented at their cost, which approximates fair value.

H. INVENTORIES

Inventories are stated at the lower of cost or net realizable value. Inventory write-offs are provided to cover risks arising from slow-moving items or technological obsolescence for which recoverability is not probable.

Cost is determined as follows:

- Raw materials using the average or FIFO cost method.
- Work in progress:
    - Costs incurred on certain long-term contracts in progress, but for which control has not transferred to the customer, include direct labor, material, subcontractors, other direct costs and an allocation of overheads, which represent recoverable costs incurred for production, allocable operating overhead cost and, where appropriate, research and development costs (See Note 2(U)).
    - Labor overhead is generally included on the basis of updated hourly rates and is allocated to each project according to the amount of hours expended. Material overhead is generally allocated to each project based on the value of direct material that is charged to the project.

Pre-contract costs are generally expensed, but can be deferred and included in inventory only when such costs can be directly associated with a specific anticipated contract and if their recoverability from the specific anticipated contract is probable according to the guidelines of ASC 606.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

I. INVESTMENT IN AFFILIATED COMPANIES, PARTNERSHIPS AND OTHER COMPANIES

Investments in affiliated companies and partnerships that are not controlled but over which the Company can exercise significant influence (generally, entities in which the Company holds approximately between 20% to 50% of the voting rights of the investee) are presented using the equity method of accounting. Profits on inter-company sales, not realized outside the Company, are eliminated. The Company discontinues applying the equity method when its investment (including advances and loans) is reduced to zero and the Company has not guaranteed obligations of the affiliate or otherwise committed to provide further financial support to the affiliate.

For certain investments, the Company elected to measure the investments at fair value. Such elections are irrevocable. Under the fair value method, investments are recorded at fair value and any changes in fair value are reported in the consolidated statements of operations. All costs (other than purchase price) directly associated with the acquisition of an investment to be accounted for using the fair value method are expensed as incurred.

Investments in preferred shares, which do not result in significant influence and without readily determinable fair value, are measured at cost, less impairments, plus or minus observable price changes. Equity investments without readily determinable fair value are assessed for impairment periodically.

Management evaluates investments in affiliated companies, partnerships and other non-marketable equity securities for evidence of other-than-temporary declines in value. Such evaluation is dependent on the specific facts and circumstances. Accordingly, in determining whether other-than-temporary declines exist, management evaluates various indicators for other-than-temporary declines and evaluates financial information (e.g, budgets, business plans, financial statements, etc.). During 2024, 2023 and 2022 no impairment was recorded.

J. VARIABLE INTEREST ENTITIES

ASC 810-10, "Consolidation", provides a framework for identifying variable interest entities ("VIEs") and determining when a company should include the assets, liabilities, non-controlling interests and results of activities of a VIE in its consolidated financial statements. According to ASC 810-10, the Company consolidates a VIE when it has both (1) the power to direct the economically significant activities of the entity and (2) the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to the VIE. The determination of whether the Company should consolidate a VIE is evaluated continuously as existing relationships change or future transactions occur.

The Company's assessment of whether an entity is a VIE and the determination of the primary beneficiary is judgmental in nature and involves the use of significant estimates and assumptions. Those include, among others, forecasted cash flows, their respective probabilities and the economic value of certain preference rights. In addition, such assessment also involves estimates of whether an entity can finance its current activities, until it reaches profitability, without additional subordinated financial support.

Also according to ASC 810, a non-controlling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as a separate component of equity in the consolidated financial statements. As such, changes in the parent's ownership interest with no change of control are treated as equity transactions, rather than acquisitions achieved in stages or dilution gains or losses. Losses of partially-owned consolidated subsidiaries will continue to be allocated to the non-controlling interests even when the investment in the subsidiary was already reduced to zero.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

J. VARIABLE INTEREST ENTITIES (Cont.)

A 51%-held subsidiary in the U.K. (the "UK Subsidiary") is considered to be a VIE. As Elbit Systems is the primary beneficiary and has both the power to direct its activities and absorb the majority of its losses or the right to the majority of its earnings based upon holding the 51% economic interest, the UK Subsidiary is consolidated in the Company's financial statements.

The Company holds 50% of the contractual rights in, and is the primary beneficiary of, an Israeli limited partnership, which is considered to be a VIE and is consolidated in the Company's financial statements.

K. LONG-TERM RECEIVABLES

Long-term trade, unbilled (contract assets) and other receivables, with payment terms in excess of one year that are considered collectible, are recorded at their estimated present values (determined based on the market interest rates at the date of initial recognition).

L. LONG-TERM BANK DEPOSITS

Long-term bank deposits are deposits with maturities of more than one year. These deposits are presented at cost and earn interest at market rates. Accumulated interest to be received over the next year is recorded as a current asset. The deposits and accumulated interest approximate fair value.

M. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, net of accumulated depreciation and investment grants. For equipment produced for the Company's own use, cost includes materials, labor and overhead (including interest costs, when applicable) but not in excess of the fair value of the equipment.

Depreciation is calculated by the straight-line method over the estimated useful life of the assets at the following annual rates:

	%	
Buildings and leasehold improvements (*)	2%-17%	
Instruments, machinery and equipment	7%-32%	
Office furniture and other	7%-12%	
Motor vehicles and airplanes	14%-18%	(Mainly 15%)

(*) Leasehold improvements are amortized generally over the term of the lease or the useful life of the assets, whichever is shorter.

The Company capitalizes direct costs (internal and external) of materials and services used in the development and purchase of internal-use software. Amounts capitalized are amortized on a straight-line basis over a period of 3 to 12 years and are reported as a component of property and equipment.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

N. OTHER INTANGIBLE ASSETS

Other identifiable intangible assets mainly consist of purchased technology, customer relations and trademarks. These intangible assets are stated at cost, net of accumulated amortization and impairments, and are amortized over their useful life using the straight-line method or the accelerated method, whichever better reflects the applicable expected utilization pattern.

O. IMPAIRMENT OF LONG-LIVED ASSETS

The Company's long-lived assets and finite-lived intangible assets are reviewed for impairment in accordance with ASC 360 "Property, Plant and Equipment", whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Recoverability of assets (or assets group) to be held and used is determined by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If the carrying amount is higher, an asset is deemed to be impaired and the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. For the years ended December 31, 2024, 2023 and 2022, no impairment was recognized.

P. GOODWILL IMPAIRMENT

Goodwill is subject to an impairment test at the reporting unit level on an annual basis during the fourth quarter of the year (or more frequently if impairment indicators arise).

The Company identified several reporting units based on the guidance of ASC 350, "Intangibles – Goodwill and Other".

The impairment test compares carrying values of the reporting units to its estimated fair values. If the carrying value exceeds the fair value, then the Company recognizes an impairment of goodwill for the amount of this excess. For each of the three years in the period ended December 31, 2024, no impairment was identified.

As required by ASC 820, "Fair Value Measurement", the Company applies assumptions that market place participants would consider in determining the fair value of each reporting unit.

Q. SEVERANCE PAY

Elbit Systems' and its Israeli subsidiaries' obligations for severance pay are calculated pursuant to Israel's Severance Pay Law, based on the most recent salary of the employees multiplied by the number of years of employment as of the balance sheet date and are presented on an undiscounted basis (the "Shut Down Method"). Subject to certain conditions, employees are entitled to one month's salary for each year of employment or a portion thereof. The obligation is funded by monthly deposits through insurance policies and by an accrual. The value of these policies is recorded as an asset on the Company's balance sheet. The deposited funds may be withdrawn only upon the fulfillment of the obligation, pursuant to the Severance Pay Law or labor agreements. The value of the deposited funds is based on the cash surrender value of these policies and includes profits (or losses) accumulated to the balance sheet date.

Elbit Systems and its Israeli subsidiaries have entered into an agreement with some of its employees implementing Section 14 of the Severance Pay Law and the General Approval of the Labor Minister dated June 30, 1998, issued in accordance with such Section 14. The agreement mandates that upon termination of such employees' employment, all the amounts accrued in their insurance policies will be released to them. The severance pay liabilities and deposits covered by these plans are not reflected in the balance sheet, as the severance pay risks have been irrevocably transferred to the severance funds.

Severance pay expenses for the years ended December 31, 2024, 2023 and 2022, amounted to approximately $85,685, $78,659 and $71,627, respectively.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

R. PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company accounts for its obligations for pension and other post-retirement benefits in accordance with ASC 715, "Compensation – Retirement Benefits". The Company reports the service cost component of net retirement benefit cost separately from the other components of net retirement benefit cost in the Consolidated Statement of Income (see Note 17).

S. REVENUE RECOGNITION

The Company generates revenues primarily from fixed-price long-term contracts involving the design, development, manufacture and integration of defense systems and products. To a lesser extent, the Company generates revenues from short-term contracts or support and services which could be either fixed-price or cost-reimbursement contracts.

Revenues from our contracts are recognized using the five-step model in ASC 606, "Revenue from Contracts with Customers". At first, the Company determines if an agreement with a customer is considered a contract to the extent it has a commercial substance, it is approved in writing by both parties, all rights and obligations including payment terms are identifiable, the agreement between the parties creates enforceable rights and obligations, and collectability in exchange for goods and services that will be transferred to the customer is considered probable. The Company then assesses the transaction price for a contract in order to determine the consideration the Company expects to receive, excluding amounts collected on behalf of other third parties and indirect taxes, for satisfying the performance obligations called for in the contract. At contract inception, the Company also assesses the timing of transfer of goods and services to the customer as compared to the timing of payments, to determine whether a significant financing component exists. In certain limited instances, we may provide our customers with long-term financing arrangements which are assessed if they meet the criteria to become a significant financing component. To the extent such long-term financing creates a significant financing component, it is reflected as a reduction to the transaction price with a corresponding interest income pro-rata over the credit period. A payment received from customers in advance of the satisfaction of the corresponding performance obligation for a period extending 12 months or more that is deemed significant may also be considered to be a significant financing component. To the extent such an advance payment create a significant financing component, it is reflected as an addition to the transaction price, with a corresponding interest expense over the period the performance obligation is satisfied. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of control is less than one year. To the extent the transaction price includes variable consideration (e.g., contract penalties, economic price adjustments, unpriced change orders or like measures), the Company usually estimates the most likely amount that should be included in the transaction price subject to constraints based on the specific facts and circumstances.

At the inception of a contract, the Company also evaluates the products and services promised by it in order to determine if the contract should be separated into more than one performance obligation. The products and services in the Company's contracts are often not distinct from one another due to a customer defined interrelated operational performance requirement, a highly complex interrelated and integrated system or solutions design and significant contract management requirements. To a lesser extent, such performance obligations could be for performance of services, or other distinct performance obligations such as indirect buy-back transactions (see Note 21B), which may be distinct and separated into a performance obligation. Following the determination of the performance obligations in the contract, the Company allocates the total transaction price to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation.

Standalone selling price is the price at which the Company would sell a promised good or service separately to a customer. Standalone selling prices for the Company's products and services are generally not observable, and consequently the Company would use the "Expected Cost plus a Margin" approach to determine a standalone selling price. Expected costs are typically derived from our performance cost forecast information.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

S. REVENUE RECOGNITION (Cont.)

The Company recognizes revenues for each of the identified performance obligations when its customer obtains control of the products or services. The assessment of when the customer obtains control involves significant judgments, which consider, among other things, whether there is an alternative use for a product, the contract terms, assessment of the enforceable rights for payments and technical or contractual constraints. As a practical expedient we may occasionally account for a group of performance obligations or contracts collectively, as opposed to individually by using the "portfolio approach". Under the "portfolio approach" practical expedient, the Company may combine individual performance obligations, if the goods or services of the individual performance obligations have similar characteristics and the Company reasonably expects that the effect on the financial statements of applying this practical expedient would not differ materially from applying the expedient to the individual contracts or performance obligations within that portfolio.

For most of the Company's long-term contracts, where the Company's performance does not create an asset with an alternative use and the Company has right to payment for performance completed to date., the Company recognizes revenue over time as it performs because of continuous transfer of control to the customer. For Israeli, U.S. and some other government contracts, this continuous transfer of control to the customer is supported by the governing law or clauses in the contract that typically allow the customer to unilaterally terminate the contract for convenience, pay the Company for costs incurred plus a reasonable profit and take control of any work-in-process. Similarly, for other government contracts, the customer typically controls the work-in-process as evidenced either by contractual termination for convenience clauses or by the Company's rights to payment for work performed to date plus a reasonable profit for products or services that do not have an alternative use to the Company.

For these performance obligations that are satisfied over time, the Company generally recognizes revenue using an input method with revenue amounts being recognized proportionately as costs are incurred relative to the total expected costs to satisfy the performance obligation. The Company believes that costs incurred as a portion of total estimated costs is an appropriate measure of progress towards satisfaction of the performance obligation since this measure reasonably depicts the progress of the work effort. Revenue for performance obligations that are not recognized over time are recognized at the point in time when control transfers to the customer (which is generally upon delivery and acceptance). For performance obligations that are satisfied at a point in time, the Company evaluates the point in time when the customer can direct the use of, and obtain the benefits from, the products and services. Shipping and handling costs are not considered performance obligations and are included in cost of sales as incurred.

Service revenues include contracts primarily for the provision of supplies and services other than those associated with design, development or manufacturing or delivery of products. It may be a standalone service contract or a service performance obligation, which is distinct from a contract or performance obligation for the design, development or delivery of products. Our service contracts include contracts in which the customer simultaneously receives and consumes the benefits provided as the performance obligations are satisfied. Our service contracts primarily include operation-type contracts, outsourcing-type arrangements, maintenance contracts, training and similar activities. Revenues from service contracts or performance obligations were less than 10% of total revenues in each of the years ended December 31, 2024, 2023 and 2022.

Accounting for long-term contracts involves the use of various techniques to estimate total contract revenue and performance costs. For long-term contracts, the Company estimates the profit on a contract as the difference between the total estimated transaction price and the total expected performance costs of the contract and recognizes revenue and costs over the life of the contract. Changes to performance cost estimates under a contract may occur in a situation where: (a) identified contract risks cannot be resolved within the cost estimates included in a contract's estimated costs at completion ("EAC"); or (b) new or unforeseen risks or changes in the performance cost estimates must be incorporated into the contract's EAC. The nature of the Company's numerous contracts is such that refinements of the estimated performance costs or revenues for a project may occur for various reasons, including: contract change orders, option exercise, changes in labor costs, change in subcontractors and other procurement costs, efficiency variances, customer specifications and testing requirement, economic price adjustments, significant technical and development matters encountered during performance and provision for loss. Changes to performance cost or revenues estimates on contracts are considered in estimating sales and profit margins and are recorded when they are probable and reasonably determinable by management.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

S. REVENUE RECOGNITION (Cont.)

Changes in estimated revenues and/or estimated project costs which are related to an existing performance obligation, and that are not distinct from those goods and services already provided, and therefore form part of single performance obligation, are recorded in the period the change is reasonably determinable, with the full amount of the inception-to-date effect of such changes recorded in such period on a "cumulative catch-up" basis. For contracts that are deemed to be loss contracts, the Company establishes forward loss reserves for total estimated costs that are in excess of total estimated consideration under a contract in the period in which they become probable. If any of the above factors were to change, or if different assumptions were used in estimating progress cost and measuring progress towards completion, it is possible that materially different amounts would be reported in the Company's consolidated financial statements.

Management periodically reviews the estimates of progress towards completion and contract costs. These estimates are determined, based on engineering estimates and past experience, by personnel having the appropriate authority and expertise to make reasonable estimates of the related costs. Such engineering estimates are reviewed for each specific contract by professional personnel from various disciplines within the organization. These estimates take into consideration the probability of achievement of certain milestones, as well as other factors that might impact the contract's completion and projected cost.

The aggregate cumulative catch-up adjustment in EAC estimates on significant contracts had the following favorable/ (unfavorable) impact on the Company's operating results:

The Company's operating results included cumulative catch-up adjustment in EAC resulting from changes in performance cost estimates to decrease of approximately $78,800 (1.52% of cost of revenues), a decrease of $51,000 (1.14% of cost of revenues) and a decrease of $38,000 (0.92% of cost of revenue) for the years ended December 31, 2024, 2023 and 2022, respectively. These adjustments changed the Company's net income by approximately $69,800 (decrease of $1.56 per diluted share), $44,700 (decrease of $1.00 per diluted share) and $32,700 (decrease of $0.73 per diluted share) for the years ended December 31, 2024, 2023 and 2022, respectively.

In addition, the net impact of these EAC adjustments on revenue recognized from the Company's performance obligations was approximately $(36,400), $(23,300) and $(32,800) for the years ended December 31, 2024, 2023 and 2022, respectively.

The Company has recognized lease revenues from sale-type lease in accordance with ASC 842 of approximately $169,000 and $178,000 for the years ended December 31, 2024 and 2023, respectively. As of December 31, 2023 and 2024 the Company's lease receivables balances were zero as the amount was paid in advance .

Disaggregation of revenue:
Revenue by products and services was as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Revenue from sale of products	$ 6,222,939	$ 5,412,455	$ 5,105,921
Service revenue	604,932	562,289	405,628
	$ 6,827,871	$ 5,974,744	$ 5,511,549

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

S. REVENUE RECOGNITION (Cont.)

Revenue by transfer type was as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Over time	$ 4,119,580	$ 3,987,097	$ 3,478,768
Point in time	2,708,291	1,987,647	2,032,781
	$ 6,827,871	$ 5,974,744	$ 5,511,549

Revenue by customers was as follows:

	Year ended December 31, 2024	Year ended December 31, 2023
Israel Government Authorities [1,2]	$ 1,755,695	$ 1,000,541
US Government [2]	1,022,277	1,018,811
Other Governments	3,496,079	3,457,021
Commercial sales and other	553,820	498,371
	$ 6,827,871	$ 5,974,744

(1) Including U.S. Foreign Military Financing sales
(2) Including indirect sales

See Note 23 for disaggregation of revenues by segments and geographic areas.

Remaining performance obligations ("Backlog"):
Backlog represents the future revenues expected to be recognized on firm orders received by the Company and is equivalent to the Company's remaining performance obligations at the end of each period for a remaining period of more than a year. Unexercised contract options and indefinite delivery indefinite quantity ("IDIQ") contracts are not included in backlog until the time an option or specific task order is authorized, exercised or awarded.
The Company's backlog as of December 31, 2024 was $22.6 billion. The Company expects to recognize approximately 57% as revenues in 2025 and 2026, with the remainder to be recognized thereafter.

T. WARRANTY

The Company estimates the costs that may be incurred under its basic warranty. Such costs are estimated as part of the total contract's cost and are recorded as a liability at the time revenue is recognized. The specific terms and conditions of those warranties vary depending upon the product sold and the country in which the Company does business. Factors that affect the Company's warranty cost include the number of delivered products, engineering estimates and anticipated rates of warranty claims. The Company periodically assesses the adequacy of its recorded warranty cost and adjusts the amount as necessary.

Changes in the Company's provision for warranty, which is included mainly in other payables and accrued expenses in the balance sheet, are as follows:

	2024	2023
Balance, at January 1	$ 88,475	$ 93,150
Warranties issued during the year	18,942	32,038
Reduction due to expired warranties or claims during the year	(25,594)	(38,940)
Additions resulting from acquisitions	—	2,227
Reduction due to deconsolidation of a subsidiary	(382)	—
Balance, at December 31	$ 81,441	$ 88,475

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

U. RESEARCH AND DEVELOPMENT COSTS

Research and development costs, net of participation grants, include costs incurred for independent research and development and bid and proposal efforts and are expensed as incurred unless the costs are related to certain contractual arrangements, which are recorded as part of cost of revenues over the period that revenue is recognized, consistent with the Company's revenue recognition accounting policy. The Company does not perform significant standalone research and development for others.

The Company has certain research and development contractual arrangements that meet the requirements for best efforts research and development accounting. Accordingly, the amounts funded by the customer are recognized as an offset to its research and development expenses rather than as contract revenues.

Elbit Systems and certain Israeli subsidiaries receive grants (mainly royalty-bearing) from the Israeli Innovation Authority of the Ministry of Economy (formerly the Office of Chief Scientist) and from other sources for the purpose of partially funding approved research and development projects. The grants are not to be repaid, but instead Elbit Systems and certain Israeli subsidiaries are required to pay royalties as a percentage of future sales if and when sales from the funded projects are generated. These grants are recognized as a deduction from research and development costs at the time the applicable entity is entitled to such grants on the basis of the research and development costs incurred. Since the payment of royalties is not probable when the grants are received, the Company records a liability in the amount of the estimated royalties for each individual contract, when the related revenues are recognized, as part of Cost of revenues (COR). For more information regarding such royalty commitments see Note 21A. For more information regarding grants and participation received see Note 24.

V. INCOME TAXES

The Company accounts for income taxes and uncertain tax positions in accordance with ASC 740, "Income Taxes". This guidance prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to amounts that are more likely than not to be realized.

The Company establishes reserves for uncertain tax positions based on an evaluation of whether the tax position is "more likely than not" to be sustained upon examination. The Company records interest and penalties pertaining to its uncertain tax positions in the financial statements as income tax expense.

W. CONCENTRATION OF CREDIT RISKS

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, short and long-term deposits and accounts receivables.

The majority of the Company's cash and cash equivalents and short and long-term deposits are invested with major banks, mainly in Israel and the United States. Deposits in the U.S. may be in excess of insured limits and are not insured in other jurisdictions. Management believes that the financial institutions that hold the Company's investments have a high credit rating.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

W. CONCENTRATION OF CREDIT RISKS (Cont.)

The Company's trade receivables are derived primarily from sales to large and stable customers and governments located mainly in Israel, the United States, Europe and Asia-Pacific. The Company performs ongoing credit evaluations of its customers and has not experienced in recent years any unexpected material losses. An allowance for credit risk is recognized with respect to those amounts that the Company has determined to be doubtful of collection.

The Company entered into foreign exchange forward contracts and cross currency interest rate swaps (together "derivative instruments") intended to protect against the increase in the dollar equivalent value of forecasted non-dollar currency cash flows and interest as applicable. These derivative instruments are designed to effectively hedge the Company's non-dollar currency and interest rates exposures (see Note 2X).

X. DERIVATIVE FINANCIAL INSTRUMENTS

The Company accounts for derivatives and hedging based on ASC 815, "Derivatives and Hedging", which requires the Company to recognize all derivatives on the balance sheet at fair value. For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Changes in the fair values of hedge components excluded from the assessment of effectiveness are recognized in net earnings on a straight-line basis, which the Company has determined is a systematic and rational method. The classifications of gains or losses recognized on cash flow hedging instruments and excluded components within the Consolidated Statements of Income are the same as the underlying exposures.

For derivative instruments that do not meet the definition of a hedge, the changes in fair value are included immediately in earnings in "Financial expenses, net" in each reporting period (see Note 25).

As part of its hedging strategy, the Company enters into forward exchange contracts in order to protect the Company from the risk that the eventual dollar cash flows from the sale to international customers and purchase of products from international vendors will be adversely affected by changes in exchange rates.

The Company also may enter into forward exchange contracts and options strategies in order to limit the exposure to exchange rate fluctuation associated with payroll expenses mainly incurred in NIS.

In connection with the issuance of Series B Notes in 2021 on the Tel Aviv Stock Exchange (see Note 16), the Company entered into cross-currency interest rate swap transactions with a notional principal of NIS 1.5 billion, to effectively hedge the effect of interest and exchange rate difference from the NIS Series B Notes. The cross-currency interest rate swap instruments effectively convert the NIS fixed interest rate of the debt to U.S. dollar fixed interest rate. The terms of the swap agreements substantially match the terms of the debt. Under the terms of the swap agreements, the Company pays interest semi-annually in U.S. dollars at an annual weighted rate of 1.92% .

The swap agreements are designated as a cash flow hedge.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Y. STOCK-BASED COMPENSATION

The Company accounts for share-based arrangements under ASC 718, "Compensation – Stock Compensation", which requires all share-based payments, including grants of employee stock options to be recognized in the income statement based on their fair values.

Z. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of cash and cash equivalents, short-term bank deposits, trade and unbilled receivables and contract assets, net, short-term bank credit and loans and trade payables approximate their fair values due to the short-term maturities of such instruments.

The fair value of long-term loans is estimated by discounting the future cash flows using current interest rates for loans of similar terms and maturities. The carrying amount of the long-term loans approximates their fair value.

The Company accounts for certain assets and liabilities at fair value under ASC 820, "Fair Value Measurement". Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. The Company categorizes each of its fair value measurements in one of these three levels based on the lowest level input that is significant to the fair value measurement in its entirety.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets;

Level 2 - Includes other inputs that are directly or indirectly observable in the marketplace, other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets with insufficient volume or infrequent transactions or other inputs that are observable (model-derived valuations in which significant inputs are observable), or can be derived principally from or corroborated by observable market data; and

Level 3 - Unobservable inputs that are supported by little or no market activity.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Z. FAIR VALUE OF FINANCIAL INSTRUMENTS (Cont.)

The availability of observable inputs can vary from instrument to instrument and is affected by a wide variety of factors, including, for example, the type of instrument, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment and the instruments are categorized as Level 3.

Under FASB ASC 825-10, the Company may elect to report certain other items at fair value on an instrument-by-instrument basis with changes in fair value reported in net income. After the initial adoption, the election is made at the time an eligible financial asset or financial liability or firm commitment is acquired or incurred, as applicable, or when certain specified reconsideration events occur. The fair value election, with respect to an item, may not be revoked once an election is made.

The Company has elected to account for certain investments that would otherwise be accounted for under the equity method using the fair value method (see Note 6). For these investments the Company will also measure any guarantee at fair value, with changes in fair value reported through earnings. Such investments are categorized as level 3.

Investments elected to be accounted for using the fair value method classified under Level 3, evaluated by applying relevant methods as the market approach with the use of an option pricing method or the earning approach using discounted future cash flows.

The Company's cross-currency interest rate swaps are valued under an income approach using industry-standard models that consider various assumptions, including time value, volatility factors, current market and contractual prices for the underlying and counterparty non-performance risk. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instruments, and can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Accordingly, such instruments are categorized as Level 2.

The Company's foreign currency derivative instruments are classified as Level 2 because valuation inputs are based on quoted prices and market observable data of similar instruments.

Contingent purchase obligations and deferred payments related to acquisitions accounted under Level 3 are accounted for under the discounted cash flow method.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Z. FAIR VALUE OF FINANCIAL INSTRUMENTS (Cont.)

Assets and liabilities measured at fair value on a recurring basis are summarized below:

Fair value measurement at December 31, 2024 using:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Description of Assets			
Available-for-sale marketable securities:			
Foreign currency derivatives	$ —	$ 106,932	$ —
Premises evacuation building input index receivable	—	—	22,587
Investments elected to be accounted for using the fair value method	—	—	24,862
Liabilities			
Contingent purchase obligation (*)	—	—	(20,564)
Foreign currency derivatives	—	(23,741)	—
Cross-currency interest rate swap	—	(29,202)	—
Total	$ —	$ 53,989	$ 26,885

(*) for the main change during the year please refer to Note 1(D)(5).

Fair value measurement at December 31, 2023 using:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Description of Assets			
Foreign currency derivatives	$ —	$ 50,348	$ —
Premises evacuation building input index receivable	—	—	55,747
Investments elected to be accounted for using the fair value method	—	—	55,098
Liabilities			
Contingent purchase obligation	—	—	(40,460)
Foreign currency derivatives	—	(81,254)	—
Cross-currency interest rate swap	—	(35,159)	—
Total	$ —	$ (66,065)	$ 70,385

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

AA. TRANSFERS OF FINANCIAL ASSETS

ASC 860, "Transfers and Servicing", establishes a standard for determining when a transfer of financial assets should be accounted for as a sale. The Company's arrangements are such that the underlying conditions are met for transfers of financial assets to qualify for accounting as a true sale. Transfers of financial assets typically consist of the factoring of receivables to Israeli and European financial institutions. Financial expenses related to the sold rights were $42,654, $17,474 and $2,218 for the years ended December 31, 2024, 2023 and 2022, respectively. The increase in factoring expenses during 2024, is mainly due to the extension of the premise evacuation agreement.

The Company's agreement pursuant to which the Company sells its trade receivables is structured such that the Company (i) transfers the proprietary rights in the receivable from the Company to the financial institution, (ii) legally isolates the receivable from the Company's other assets, and presumptively puts the receivable beyond the lawful reach of the Company and its creditors, even in bankruptcy or other receivership, (iii) confers on the financial institution the right to further pledge or exchange the receivable and (iv) eliminates the Company's effective control over the receivable, in the sense that the Company is not entitled and will not be obligated to repurchase the receivable other than in case of failure by the Company to fulfill its commercial obligation under the contract giving rise to the receivable.

AB. BASIC AND DILUTED NET EARNINGS PER SHARE

Basic earnings per share are computed based on the weighted average number of outstanding ordinary shares during each year. Diluted earnings per share are computed based on the weighted average number of outstanding ordinary shares during each year, plus dilutive potential ordinary shares outstanding during the year. Outstanding stock options are excluded from the calculation of the diluted earnings per share when their effect is anti-dilutive.

The weighted average number of shares related to outstanding anti-dilutive stock options excluded from the calculations of diluted net earnings per share was not material in each of the three years ended December 31, 2024.

AC. SEGMENT REPORTING

The Company reports segment information based on a management approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company's reportable segments (See Note 23).

AD. RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

1. In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. Additionally, it requires a public entity to disclose the title and position of the Chief Operating Decision Maker (CODM). The ASU does not change how a public entity identifies its operating segments, aggregates them, or applies the quantitative thresholds to determine its reportable segments. the Company adopted the new standard effective December 31, 2024. As a result, we have enhanced the segment disclosures to include the presentation of research and development costs by segment and the disclosure of the Company's CODM. The adoption of this ASU affects only the Company disclosures, with no impacts to the Company financial condition and results of operations.
   The disclosures are included in Note 23.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

AD. RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS (Cont.)

2. In September 2022, the FASB issued ASU 2022-04, Liabilities-Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations, which requires a buyer in a supplier finance program to disclose qualitative and quantitative information about its supplier finance programs. The adoption of this standard did not have a significant impact on the Company's consolidated financial statements. The Company facilitates a voluntary supplier finance programs through a financial institution that allows certain suppliers in Israel to request early payment for invoices, at a discount, from the financial institution. The Company's obligations to its suppliers, including amounts due and payment terms, are consistent, irrespective of whether a supplier participates in the program. The Company is not party to the arrangements between the participating suppliers and the financial institution. Under this program, the Company confirms the validity of supplier invoices to the financial institution and remits payments to it based on the original payment terms. The outstanding obligation under the suppliers finance program are included within the short-term and long-term account payables in the consolidated balance sheet. As of December 31, 2024 the amount of supplier finance obligation was as follows:

	December 31, 2024
Opening balance	$ 149,000
Additions (new agreements)	143,897
Payments	(51,128)
Ending balance	$ 241,769

AE. RECENT ACCOUNTING PRONOUNCEMENTS

1. In November 2024, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2024-03, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This ASU requires an entity to disclose the amounts of purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense caption. It also requires an entity to include certain amounts that are already required to be disclosed under current GAAP in the same disclosure. Additionally, it requires an entity to disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, and to disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses. The amendments in the ASU are effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. An entity may apply the amendments prospectively for reporting periods after the effective date or retrospectively to any or all prior periods presented in the financial statements. the Company currently evaluating the impact of ASU 2024-03 and expect the standard will only impact the disclosures with no material impact on operating results, financial position, or cash flows.

2. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires entities to enhance the transparency and decision-usefulness of income tax disclosures, particularly in the rate reconciliation table and disclosures about income taxes paid. The ASU is effective for annual periods beginning after 15 December 2024. Early adoption is permitted. The ASU should be applied retrospectively to each period in which a balance sheet is presented. The Company expect this ASU to only impact the disclosures with no impacts to the results of operations, cash flows and financial condition.

AF. RECLASSIFICATIONS

Certain financial statement data for prior years has been reclassified to conform to current year financial statement presentation.

Note 3 - TRADE AND UNBILLED RECEIVABLES AND CONTRACT ASSETS, NET

The following table presents the components of trade receivables and contract assets, net as of December 31, 2024 and 2023.

	December 31, 2024	December 31, 2023
Trade and unbilled receivables [1]	$ 1,006,557	$ 767,089
Contract assets [2]	1,948,464	1,957,697
Less – allowance for credit loss [3]	(12,135)	(8,024)
	$ 2,942,886	$ 2,716,762

(1) Trade and unbilled receivables balances represents amounts for which the Company's right for consideration is unconditional. The balance also includes receivables from affiliated companies in the amounts of $120,039 and $92,721, as of December 31, 2024 and 2023, respectively. Trade receivables and contract assets are expected to be billed and collected during 2025.

Short and long-term trade receivables and contract assets include amounts related to contracts with the Israeli Ministry of Defense ("IMOD") in the aggregate amounts of $761,536 and $746,816, as of December 31, 2024 and 2023, respectively.

(2) Contract assets (unbilled receivables) include unbilled amounts typically resulting from sales under contracts for which over-time method of revenue recognition is utilized, and revenue recognized exceeds the amount billed to the customer.

Contract assets are net of progress payments and advance payments. Contract assets decreased during 2024, primarily due to billings related to the satisfaction or partial satisfaction of performance obligations during 2024 exceeding the revenue recognized. There were no significant credit or impairment losses related to our contract assets during 2024 and 2023.

(3) Allowance for credit losses reflects its current estimate of credit losses expected to be incurred over the life of the trade receivables based on historical experience, current conditions and reasonable and supportable forecasts. The changes in the allowance for credit losses were as follows:

	2024	2023
Balance as of January 1,	$ 9,172	$ 9,162
Current period provision for expected credit loss	5,701	674
Write-off charges against the allowance for expected credit losses	(867)	(664)
Balance as of December 31,	$ 14,006	$ 9,172

As for long-term trade and unbilled receivables. (see Note 7).

Note 4 - OTHER RECEIVABLES AND PREPAID EXPENSES

The following table presents the components of other receivables and prepaid expenses as of December 31, 2024 and 2023.

	December 31, 2024	December 31, 2023
Prepaid expenses	$ 106,406	$ 96,505
Government institutions	92,993	87,864
Derivative instruments	82,605	36,070
Premises evacuation building input index receivable [(1)]	19,995	—
Cost to obtain	15,131	20,141
Prepaid IT support services	8,959	8,424
Prepaid insurance	7,315	5,938
Other receivables	38,514	30,410
Total	$ 371,918	$ 285,352

(1) During 2019, the Company sold the premises evacuation receivable to an Israeli bank and is still entitled to receive building inputs index adjustments on the base premises evacuation receivable, which is recorded as a financial asset measured at fair value (see Note 1D(4)).

Note 5 - INVENTORIES, NET

The following table presents the components of inventories, net of customer advances as of December 31, 2024 and 2023.

	December 31, 2024	December 31, 2023
Cost incurred on long-term contracts in progress[(*)]	$ 1,026,611	$ 911,055
Raw materials	1,373,491	1,155,579
Advances to suppliers and subcontractors	414,626	266,205
	2,814,728	2,332,839
Less: Provision for losses on long-term contracts	(41,032)	(34,820)
	$ 2,773,696	$ 2,298,019

(*) Costs incurred to fulfill a contract in advance of the contract being awarded are included in inventories as work-in-process if the Company determines that those costs relate directly to a contract or to an anticipated contract that can be specifically identified and contract award is probable, the costs generate or enhance resources that will be used in satisfying performance obligations, and the costs are recoverable (referred to as pre-contract costs). Pre-contract costs that are initially capitalized in inventory are generally recognized as cost of revenues consistent with the transfer of control of the products and services to the customer. All other pre-contract costs, including start-up costs, are expensed as incurred. As of December 31, 2024 and 2023 pre-contract costs were included in inventory in the amount of, $167,094 and $216,036, respectively. During 2024 the Company wrote off pre-contract inventory in an amount of approximately $47,000 due to low probability of realization.

Note 6 - INVESTMENTS IN AFFILIATED COMPANIES AND OTHER COMPANIES

A. INVESTMENTS IN AFFILIATED COMPANIES:

	December 31, 2024	December 31, 2023
Companies accounted for under the equity method[1]	$ 101,145	$ 90,252
Companies accounted for under the fair value method and other investments[2]	24,862	55,098
	$ 126,007	$ 145,350

(1) See Note 6B.
(2) See Note 6C.

B. INVESTMENTS IN COMPANIES ACCOUNTED FOR UNDER THE EQUITY METHOD:

	December 31, 2024	December 31, 2023
Company A [1]	$ 88,974	$ 79,285
Company B [2]	5,220	3,496
Company C [3]	3,641	3,119
Other	3,310	4,352
	$ 101,145	$ 90,252

(1) Company A is an Israeli company, held 50% by the Company and 50% by Rafael Advanced Defense Systems Ltd. (“Rafael”). Company A is engaged in the development and production of various thermal detectors and laser diodes. Company A is jointly controlled and therefore is not consolidated in the Company’s financial statements. During 2024 and 2023, the Company received dividends in the amount of approximately $10,800 and $8,900, respectively, from Company A.

(2) Company B is a U.K. joint venture held 50% by a wholly-owned U.K. subsidiary of the Company and 50% by Kellogg Brown & Root Limited.

(3) Company C is an Asia pacific joint venture held 49% by the Company and 51% by Adani group.

Note 6 - INVESTMENTS IN AFFILIATED COMPANIES AND OTHER COMPANIES (Cont.)

B. INVESTMENTS IN COMPANIES ACCOUNTED FOR UNDER THE EQUITY METHOD (Cont.):

Equity in net earnings of affiliated companies and partnerships is as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Company A	$ 20,492	$ 10,526	$ 9,622
Company B	1,582	1,822	2,230
Company C	522	(93)	—
Other (*)	(3,420)	20	(4,810)
	$ 19,176	$ 12,275	$ 7,042

(*) Other equity in net earnings of affiliated companies includes losses in the mounts of approximately $ 3,500 and 5,200 during the years ended December 31, 2024 and 2022 respectively, related to loss as a result of change in holding rate, and loss resulting from the sale of affiliated companies.

The summarized aggregate financial information of companies accounted for under the equity method is as follows:

Balance Sheet Information:

	December 31, 2024	December 31, 2023
Current assets	$ 327,961	$ 465,442
Non-current assets	159,219	136,783
Total assets	$ 487,180	$ 602,225
Current liabilities	$ 229,280	$ 166,359
Non-current liabilities	66,165	237,399
Shareholders' equity	191,735	198,467
Total liabilities and equity	$ 487,180	$ 602,225

Income Statement Information:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Revenues	$ 390,225	$ 328,138	$ 294,120
Gross profit	$ 143,055	$ 111,698	$ 111,023
Net income	$ 32,440	$ 10,391	$ 24,416

Note 6 - INVESTMENTS IN AFFILIATED COMPANIES AND OTHER COMPANIES (Cont.)

C. INVESTMENTS ACCOUNTED FOR UNDER THE FAIR VALUE METHOD AND OTHER INVESTMENTS:

Investments accounted for under the fair value method are evaluated by applying relevant methods as the market approach with the use of an option pricing method or the earning approach using discounted future cash flows, as follows:

	December 31, 2024	December 31, 2023
Company D [(1)]	$ —	$ 17,155
Company E [(2)]	7,301	19,410
Company F [(3)]	—	972
Company G [(4)]	13,561	13,561
Company H [(5)]	4,000	4,000
	$ 24,862	$ 55,098

(1) Company D engages in the field of commercial cybersecurity. During 2022 the Company re-evaluated its investment in Company D and decreased its value in the amount of approximately $6,900 . During 2024, the Company sold its holdings in Company D for the proceed of approximately $13,500, as a result the company recognized a fair value loss of approximately $3,600 (see Note 26).

(2) Company E engages in developing surgeon-centered visualization technologies. During 2021, following a third party investments, the Company re-evaluated the fair value of its holdings in Company E and recognized in other income a gain of approximately $4,800. During 2022, the Company invested in Company G $1,400 and following third parties investments, the Company re-evaluated the fair value of its holdings in Company E and recognized in other income a gain of approximately $3,200. During 2023, the Company invested in Company E $3,600 and following third parties investments, the Company re-evaluated the fair value of its holdings in Company E and recognized in other income a loss of approximately $1,300. During 2024 the Company invested in Company E $2,800. The Company re-evaluated the fair value of its holding in Company E and recognized in other other income a loss of approximately $14,900 (See Note 26).

(3) Company F is an Israeli company held 35% by the Company. During 2022 the Company re-evaluated its investment in Company F and decreased its value in the amount of approximately $2,500. During 2023 the Company re-evaluated its investment in Company F and recognized in other income a loss of approximately $1,500. During 2024 the Company re-evaluated its investment in Company F and recognized in other income a loss of approximately $970 (see Note 26).

(4) Company G is an Israeli Company held 6% by the Company. During 2023, due to shareholders investment, the Company estimated the fair value of its holdings in Company G and recorded a loss of approximately $118 in its fair value. During 2024 there was no indication of change in Company G fair value (see Note 26).

(5) Company H is an Israeli company of which the Company owns 25% of the outstanding share capital, which is engaged in the field of tactical ground robotic systems. During the first quarter of 2022 the Company invested $2,000 in Company H. During the last quarter of 2022 the Company re-evaluated its investment in Company H and decreased its value in the amount of approximately $4,000. During 2024 there was no indication of change in Company H fair value.

Note 7 - LONG-TERM TRADE AND UNBILLED RECEIVABLES AND CONTRACT ASSETS

The following table presents the components of long-term trade and unbilled receivables and contract assets as of December 31, 2024 and 2023.

	December 31, 2024	December 31, 2023
Trade and unbilled receivables	$ 60,854	$ 71,763
Contract assets	457,316	294,104
Less - allowance for credit loss	(1,871)	(1,148)
Total	$ 516,299	$ 364,719

The majority of the long-term contract assets are expected to be billed and collected during the years 2026-2033. Long-term trade receivables and contract assets are mainly related to contracts with the IMOD.

Note 8 - LONG-TERM BANK DEPOSITS AND OTHER RECEIVABLES

The following table presents the components of long-term bank deposits and other receivables as of December 31, 2024 and 2023:

	December 31, 2024	December 31, 2023
Premises evacuation building input index receivable[(1)]	$ 22,587	$ 55,747
Derivative financial instruments[(2)]	24,327	14,279
Long term balances of Non-qualified deferred compensation plan [(3)]	11,524	10,492
Deposits with banks and other long-term receivables	9,072	7,130
	$ 67,510	$ 87,648

(1) During 2019, the Company sold the premises evacuation receivable to an Israeli bank and is still entitled to receive building inputs index adjustments on the base premises evacuation receivable.(see also Note 4).

(2) Derivative financial instruments related to long term projects.

(3) Includes long-term balances of a non-qualified deferred compensation plan structured under Section 409A of the U.S. Internal Revenue Code. (see Note 17).

Note 9 - LEASES

The Company's leases mainly include buildings for its facilities worldwide and vehicles leases, which are all classified as operating leases. Certain lease agreements include rental payments that are adjusted periodically for the consumer price index ("CPI"). The ROU and lease liability were calculated using the initial CPI and will not be subsequently adjusted unless the liability is reassessed. Certain leases include renewal options that are exercisable in the Company's sole discretion. The renewal options were included in the ROU and include renewal options that are under the Company's sole discretion.

A. Supplemental Consolidated Statement of Financial Position information related to leases was as follows:

	December 31, 2024	December 31, 2023
Operating lease right of use assets	$ 527,075	$ 425,884
Current portion of operating lease liabilities	84,912	67,390
Non-current portion of operating lease liabilities	454,057	363,100
Total operating lease liabilities	$ 538,969	$ 430,490
Weighted average remaining lease term (years)	4.63	4.58
Weighted average discount rate	4.12%	4.02%

B. For the years ended December 31, 2024, 2023 and 2022, cash payments against operating lease liabilities totaled approximately $98,318, $89,251 and $90,848, respectively, and non-cash transactions to recognize operating assets and liabilities for new leases totaled approximately $194,863, $101,971 and $79,357, respectively.

Maturities of operating lease liabilities for the next five years are as follows:

	December 31, 2024
2025	$ 105,832
2026	92,208
2027	64,919
2028	49,018
2029	46,131
2030 and thereafter	$ 334,273
Total lease payments	$ 692,381
Less imputed interest	153,412
Total	$ 538,969

C. Lease expenses for the years ended December 31, 2024, 2023 and 2022 amounted to $107,678, $94,296 and $90,134, respectively.

D. During 2022, the Company recognized a gain of approximately $18,950 related to sale and lease back of buildings by the Company's subsidiaries in Israel.

U.S. dollars (In thousands, except per share data)

Note 10 - PROPERTY, PLANT AND EQUIPMENT, NET

The following table presents the components of property, plant and equipment, net as of December 31, 2024 and 2023:

	December 31, 2024	December 31, 2023
Cost [1]:		
Land, buildings and leasehold improvements [2]	$ 1,156,083	$ 996,156
Instruments, machinery and equipment	1,420,055	1,299,426
ERP [3]	132,817	124,803
Office furniture and other	90,461	86,313
Motor vehicles and airplanes	49,871	50,132
Total cost	2,849,287	2,556,830
Accumulated depreciation	(1,572,339)	(1,468,880)
Depreciated cost	$ 1,276,948	$ 1,087,950

Depreciation expenses for the years ended December 31, 2024, 2023 and 2022 amounted to $124,185, $120,895 and $112,063, respectively.

(1) Net of investment grants received (mainly for construction, machinery and equipment) in the amounts of $21,440 and $39,250 as of December 31, 2024 and 2023, respectively.

(2) Set forth below is additional information regarding the real estate owned or leased by the Company (square feet):

	Israel[a]	U.S.[b]	Other Countries[c]
Owned	1,619,433	771,145	881,916
Leased	7,658,727	910,025	713,418

a. Includes offices, development and engineering facilities, manufacturing facilities, maintenance facilities, hangar facilities and landing strips in various locations in Israel.
The Company is in the process of completing the construction of a new munitions production site in Ramat Beka in southern Israel in the scale of approximately 860,000 square feet. Initial production has commenced and is expected to gradually increase during 2025 and thereafter. In accordance with the agreement with Israel's Land Authority, the Company's evacuation of Ramat Hasharon site in Israel is currently postponed to the end of 2026.

b. Includes mainly offices, development and engineering facilities, manufacturing facilities and maintenance facilities of Elbit Systems of America, primarily in Texas, New Hampshire, South Carolina, Florida, Alabama and Virginia. The facilities in New Hampshire, Florida and Alabama are located on owned land totaling approximately 109 acres. Universal Avionics Systems Corporation's facilities are located in Arizona, Washington and Georgia, of which 166,000 square feet are owned and 83,000 square feet are leased.

c. Includes offices, design and engineering facilities and manufacturing facilities in Europe, Latin America, Canada and Asia-Pacific.

(3) Includes equipment produced by the Company for its own use in the aggregate amount of $130,300 and $127,301 as of December 31, 2024 and 2023, respectively.

(4) The Enterprise Resource Planning (“ERP”) system includes certain costs incurred during the application development stage that have been capitalized in accordance with authoritative accounting guidance related to accounting for the cost of computer software developed or obtained for internal use. The capitalized costs for this ERP system were approximately $8,259 and $15,273, for the years ended December 31, 2024 and 2023, respectively. These costs are amortized over the system's estimated useful life, over a period not to exceed 12 years in the aggregate, as the ERP system is placed in service.

As for liens on assets – see Notes 21G.

Note 11 - GOODWILL AND OTHER INTANGIBLE ASSETS, NET

A. COMPOSITION OF IDENTIFIABLE INTANGIBLE ASSETS:

	December 31, 2024	December 31, 2023
Original cost:		
Technology	$ 405,004	$ 406,391
Customer relations	388,112	390,511
Trademarks and other	207,011	207,375
	1,000,127	1,004,277
Accumulated amortization:		
Technology	272,035	259,956
Customer relations	176,702	162,728
Trademarks and other	196,630	191,073
	645,367	613,757
Amortized cost	$ 354,760	$ 390,520

B. EXPENSES

Amortization expenses amounted to $34,206, $43,903 and $49,227 for the years ended December 31, 2024, 2023 and 2022, respectively.

C. AMORTIZATION EXPENSES FOR FIVE SUCCEEDING YEARS

The estimated aggregate amortization expenses for each of the five succeeding fiscal years and thereafter are as follows:

2025	$ 32,265
2026	32,719
2027	31,690
2028	28,316
2029	25,062
2030 and thereafter	204,708
	$ 354,760

D. CHANGES IN GOODWILL

Changes in goodwill during 2024 were as follows:

	Aerospace	C4I and Cyber	ISTAR and EW	Land	ESA	Total
Balance, at January 1, 2024	$ 63,188	$ 316,655	$ 133,228	$ 571,866	$ 414,128	$ 1,499,065
Sale of a subsidiary [1]	—	—	—	(3,211)	—	(3,211)
Net translation differences [2]	(2,333)	—	(2,936)	—	—	(5,269)
Balance, at December 31, 2024	$ 60,855	$ 316,655	$ 130,292	$ 568,655	$ 414,128	$ 1,490,585

(1) See Note 1D(1).

(2) Foreign currency translation differences resulting from goodwill allocated to reporting units, whose functional currency has been determined to be other than the U.S. dollar.

Note 12 - SHORT-TERM CREDIT AND LOANS

	Interest %	December 31, 2024	December 31, 2023
Loans	SOFR + 1.0% - 1.5%	$ 100,179	$ 162,034
Commercial papers, Series A and B (*)	SOFR + 1.0% - 1.25%	350,000	313,620
Bank credit	SOFR + 1.0% - 1.5%	677	100,940
		$ 450,856	$ 576,594

As of December 31, 2024 the SOFR rate of short-term loans was 4.49%.

(*) In 2023, the Company completed an issuance in Israel of a U.S. Dollar denominated commercial paper series A in an amount of approximately $313,620 par value bearing an annual interest of the three-months SOFR interest rate and an additional 1%. The series A commercial paper is for a term of 90 days, which may be extended by additional periods of 90 days each, up to a maximum period of 5 years, and is also subject to early repayment at the request of an investor with a seven business days notice, or at the Company's discretion, with a twenty-one days prior notice. During 2024, additional issuances of series A commercial paper were made and certain portions were repaid.

In September 2024, the Company completed an issuance in Israel of a U.S. Dollar denominated commercial paper series B in an amount of $110 million par value bearing an annual interest of the three-months SOFR interest rate and an additional 1.25%. The series B commercial paper is for a term of 90 days, which may be extended by additional periods of 90 days each, up to a maximum period of 5 years, and is also subject to early repayment at the request of an investor or at the Company's discretion, with a thirty days notice.

The commercial paper Series A and B is not listed on any stock exchange. As of December 31, 2024 we had approximately $ 240,000 par value issued and outstanding series A commercial paper and $ 110,000 par value issued and outstanding series B commercial paper.

Note 13 - OTHER PAYABLES AND ACCRUED EXPENSES

	December 31, 2024	December 31, 2023
Payroll and related expenses	$ 363,024	$ 329,249
Provision for vendors on accrued expenses	99,389	133,376
Provision for vacation pay (1)	91,179	83,393
Provision for warranty and cost	87,488	92,138
Provision for royalties	72,187	66,540
Provision for losses on long-term contracts	69,816	60,630
Provision for income tax, net of advances	34,130	28,387
Other income tax liabilities	33,536	40,006
Derivative instruments	24,924	69,036
Dividend payables	22,269	22,226
Value added tax (“VAT”) payable	21,049	29,599
Contingent purchase obligations	8,053	3,033
Other (2)	280,673	236,734
	$ 1,207,717	$ 1,194,347

(1) Long-term provision for vacation pay - see Note 20.

(2) Includes provisions for estimated future costs in respect of (1) unbilled services of certain third parties, (2) probable loss from claims (legal or asserted) in the ordinary course of business and (3) damages caused by the items sold and claims as to the specific products ordered.

Note 14 - CONTRACT LIABILITIES (CUSTOMER ADVANCES)

	December 31, 2024	December 31, 2023
Contract liabilities	$ 2,966,102	$ 2,010,422
Less: Contract liabilities presented under long-term liabilities	816,796	354,319
	$ 2,149,306	$ 1,656,103

During the year ended December 31, 2024, the Company recognized approximately $1,109,620 of its contract liabilities at December 31, 2023 During the year ended December 31, 2023 the Company recognized approximately $858,965 of its contract liabilities at December 31, 2022. Contract liabilities increased during 2024, primarily due to payments received in excess of revenue recognized on these performance obligations.

As for guarantees see Notes 21D, 21G.

Note 15 - LONG-TERM LOANS, NET OF CURRENT MATURITIES

	Currency	Interest %	Years of maturity	December 31, 2024	December 31, 2023
Long-term loans	USD	S + 1.35% - 1.75%	2026-2028	$ 949	$ 1,504
	EURO	2.02% - 2.50%	2026-2029	37,614	51,333
				38,563	52,837
Less: current maturities				11,168	11,610
				$ 27,395	$ 41,227

For covenants see Note 21E.

As of December 31, 2024, the SOFR quarterly interest rate for long-term loans denominated in U.S. dollars was 4.31%.

The maturities of these loans for periods after December 31, 2024, are as follows:

2025 - current maturities	11,168
2026	11,445
2027	11,818
2028 and thereafter	4,132
	$ 38,563

Note 16 - SERIES B, C AND D NOTES, NET OF CURRENT MATURITIES

	December 31, 2024	December 31, 2023
Series B, C and D Notes	$ 343,105	$ 408,199
Less – Current maturities	(63,393)	(63,676)
Premium (discount) on Series B, C and D Notes, net	(1,183)	(1,676)
	$ 278,529	$ 342,847

In July 2021, the Company issued Series B, C and D Notes in the aggregate principal amount of NIS 1.9 billion (approximately $579,000) as follow:

Series B Notes in the amount of NIS 1.5 billion (approximately $457,000) that are paid in eight equal annual installments on June 30 of each of the years 2022 through 2029 (inclusive). The Series B Notes bear a fixed interest rate of 1.08% per annum and will not be adjusted to any currency or index changes.

Series C Notes in the amount of NIS 200 million (approximately $61,000) that are paid in eight equal annual installments on June 30 of each of the years 2022 through 2029 (inclusive). The Series C Notes bear a fixed U.S. dollar interest rate of 2.12% per annum and will be adjusted to the changes of the NIS versus U.S. dollar currency exchange rate.

Series D Notes in the amount of NIS 200 million (approximately $61,000) that are paid in fourteen annual installments as follows: thirteen equal annual installments in an amount equal to 7.14% of the nominal value of the principal on June 30 of each of the years 2022 through 2034 (inclusive) and the final annual installment in an amount equal to 7.18% of the nominal value of the principal on June 30, 2035. They bear a fixed interest rate of 2.67% per annum and will be adjusted to changes in the NIS versus U.S. dollar currency exchange rate.

During the year ended December 31, 2024, the Company recorded $8,864, as interest expenses and $493 as amortization of debt issuance costs and premium, net, on the Series B, C and D Notes.

The Company also entered into eight cross-currency interest swap transactions of 8 years to effectively hedge the effect of interest and exchange rate differences resulting from Series B Notes. Under the cross-currency interest rate swaps, the Company receives a fixed NIS rate of 1.08% on the NIS of 1.5 billion and pays an average fixed U.S dollar interest rate of 1.92% on $463,000. Both the debt and the swap instruments pay semi-annual interest - on June 30 and December 31.

During 2024, the Company paid the third installment of Notes B, C and D in the amount of approximately $61,773.

Future principle payments for Series B, C and D Notes, including the effect of cross-currency interest rate swap transactions, are as follows:

Future principal payments for Series B, C and D Notes:	
2025 Current maturities	$ 69,917
2026	69,917
2027	69,917
2028	69,917
2029	96,057
	$ 375,725

Note 17 - BENEFIT PLANS AND OBLIGATIONS FOR TERMINATION INDEMNITY

The Company's subsidiaries ESA, IMI and its subsidiaries in Israel, a German subsidiary (the "German Subsidiary") and a Belgian subsidiary (the "Belgian Subsidiary") sponsor benefit plans for their employees in the U.S., Israel, Germany and Belgium, respectively, as follows:

1. Defined Benefit Retirement Plan based on Employer's Contributions

a) ESA has five defined benefit pension plans (the "Plans") which cover the employees of ESA's two subsidiaries and represented two other subsidiaries. Monthly benefits are based on years of service and annual compensation. Annual contributions to the Plans are determined using the unit credit actuarial cost method and are equal to or exceed the minimum required by law. Pension fund assets of the Plans are invested primarily in stocks, bonds and cash by a financial institution, as the investment manager of the Plans' assets. The service cost component of net periodic pension and other post-retirement benefit plan expense is recorded in operating profit and is allocated between the cost of sales and general and administrative expenses, depending on the responsibilities of the employees. The non-service cost components of net periodic pension and other post-retirement benefit plan expense (i.e., interest cost, expected return on plan assets and net actuarial gains or losses) are included in the line item Other (income) expense, net in the income statement.

Participation in the ESA's qualified defined benefit plans was frozen as of January 1, 2010, for non-represented employees. Benefit accruals ceased for non-represented employees effective December 31, 2018. Benefit accruals ceased for all represented employees effective December 31, 2020.

The measurement date for ESA subsidiaries' benefit obligation is December 31.

b) IMI and its subsidiaries have several post-employment benefit arrangements, which are based on collective agreements concluded with certain groups of employees before the privatization of IMI. According to these agreements, some groups of employees possess special retirement conditions and preferable rights for post-employment benefits that apply to employees who will terminate their employment in the event of relocation of plants as part of the post privatization restructuring of IMI and subsidiaries. The arrangements are determined according to the various existing formats of employment, seniority and other factors. The liabilities recognized in respect of these arrangements are calculated on an actuarial basis.

c) The German Subsidiary, which is wholly-owned by the Company, has mainly one defined benefit pension plan (the "P3-plan") which covers all employees. The P3-plan provides for yearly cash balance credits equal to a percentage of a participant's compensation, which accumulates together with the respective interest credits on the employee's cash balance accounts. In case of an insured event (retirement, death or disability) the benefits can be paid as a lump sum, in installments or as a life-long annuity. The P3-plan is an unfunded plan.

d) The Belgian Subsidiary, which is wholly-owned by the Company, has a defined benefit pension plan, which is divided into two categories:

1) Normal retirement benefit plan, with eligibility at age 65. The lump sum is based on employee contributions of 2% of the final pensionable salary up to a certain breakpoint, plus 6% exceeding the breakpoint at a maximum of 5% of pensionable salary, and the employer contributions, with a maximum of 40 years. The vested benefit is equal to the retirement benefit calculated with the pensionable salary and pensionable service observed at the date of leaving service.

2) Pre-retirement death benefit to employees.

The plan is funded and includes profit sharing.

Note 17 - BENEFIT PLANS AND OBLIGATIONS FOR TERMINATION INDEMNITY (Cont.)

The following table sets forth the Plans' funded status and amounts recognized in the consolidated financial statements for the years ended December 31, 2024 and 2023:

	December 31, 2024	December 31, 2023
Changes in benefit obligation:		
Benefit obligation at beginning of year	$ 566,786	$ 646,023
Service cost	10,200	5,578
Interest cost	24,605	29,429
Exchange rate differences	(251)	(8,516)
Actuarial gain	(56,174)	(62,183)
Benefits paid	(35,036)	(35,705)
Effect of settlement commitment	—	(7,840)
Benefit obligation at end of year	$ 510,130	$ 566,786
Changes in the Plans' assets:		
Fair value of Plans' assets at beginning of year	$ 290,008	$ 280,225
Benefit assets related to acquired companies	203	—
Actual return on Plans' assets (net of expenses)	21,287	38,316
Employer contribution	6,719	947
Benefits paid	(16,401)	(21,654)
Effect of settlement commitment	—	(7,826)
Fair value of Plans' assets at end of year	$ 301,816	$ 290,008
Accrued benefit cost, end of year:		
Funded (unfunded) status	$ (208,316)	$ (276,738)
Unrecognized net actuarial loss	(117,865)	(84,210)
	$ (326,181)	$ (360,948)
Amount recognized in the statement of financial position:		
Accrued benefit liability, current	$ (38,200)	$ (28,279)
Accrued benefit liability, non-current	(170,116)	(248,459)
Accumulated other comprehensive income, pre-tax	(117,865)	(84,210)
	$ (326,181)	$ (360,948)

Note 17 - BENEFIT PLANS AND OBLIGATIONS FOR TERMINATION INDEMNITY (Cont.)

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Components of the Plans' net periodic pension cost:			
Service cost	$ 10,200	$ 5,578	$ 7,598
Interest cost	24,605	29,429	16,800
Expected return on Plans' assets	(17,742)	(17,825)	(22,678)
Amortization of prior service cost	—	(1,246)	—
Amortization of net actuarial loss	—	—	18,596
Recognition of net actuarial gain	(30,343)	(5,098)	—
Total net periodic benefit cost	$ (13,280)	$ 10,838	$ 20,316
Additional information			
Accumulated benefit obligation	$ 510,130	$ 561,350	$ 643,617

	December 31, 2024	December 31, 2023
Weighted average assumptions:		
Discount rate as of December 31	5.4 %	4.9 %
Expected long-term rate of return on Plans' assets	7.0 %	7.0 %
Rate of compensation increase	1.3 %	1.5 %

Asset allocation by category as of December 31:

	2024	2023
Asset category:		
Equity Securities	49.2 %	53.1 %
Debt Securities	48.4 %	44.0 %
Other	2.4 %	2.9 %
Total	100.0 %	100.0 %

The investment policy of ESA is directed toward a broad range of securities. The diversified portfolio seeks to maximize investment return while minimizing the risk levels associated with investing. The investment policy is structured to consider the Plans' obligations and the expected timing of benefit payments. The target asset allocation for the Plans' years presented is as follows:

	2024	2023
Asset category:		
Equity Securities	53.0 %	53.0 %
Debt Securities	46.0 %	46.0 %
Other	1.0 %	1.0 %
Total	100.0 %	100.0 %

Note 17 - BENEFIT PLANS AND OBLIGATIONS FOR TERMINATION INDEMNITY (Cont.)

The fair value of the asset values by category at December 31, 2024, was as follows:

	Total	Quoted prices in active markets for identical assets (level 1)	Significant observable inputs (level 2)	Significant unobservable inputs (level 3)
Asset category				
Cash	$ 3,951	$ 3,951	—	—
Cash equivalents:				
Money market funds [(a)]	3,414	3,414	—	—
Fixed income securities:				
Mutual funds [(b)]	80,855	80,855	—	—
U.S treasuries	14,575	8,269	6,306	—
Corporate bonds	50,706	—	50,706	—
Equity securities:				
International companies [(c)]	10,033	10,033	—	—
Mutual funds [(d)]	138,282	138,282	—	—
Total	$ 301,816	$ 244,804	$ 57,012	$ —

(a) This category includes highly liquid daily traded cash-like vehicles.
(b) This category invests in highly liquid mutual funds representing a diverse offering of debt issuance.
(c) This category represents common stocks of companies domiciled outside of the U.S.; they can be represented by ordinary shares or American Depository Receipts (ADRs).
(d) This category represents mutual funds investing principally in a variety of equity assets.

In developing the overall expected long-term rate of return on assets assumption, ESA used a building block approach in which rates of return in excess of inflation were considered separately for equity securities, debt securities, real estate and all other assets. The excess returns were weighted by the representative target allocation and added along with an approximate rate of inflation to develop the overall expected long-term rate of return.

It is the policy of ESA to meet the ERISA minimum contribution requirements for a Plan year. The minimum contribution requirements for the 2024 Plan year have been satisfied as of December 31, 2024. Benefit payments over the next five years are expected to be $17,274 in 2025, $17,996 in 2026, $18,551 in 2027, $18,944 in 2028 and $19,382 in 2029.

Note 17 - BENEFIT PLANS AND OBLIGATIONS FOR TERMINATION INDEMNITY (Cont.)

2. Retiree Medical Plan

ESA offers retiree medical benefits to a limited number of retirees. The measurement date for ESA's benefit obligation is December 31. The following table sets forth the retiree medical plans' funded status and amounts recognized in the consolidated financial statements for the years ended December 31, 2024 and 2023:

	December 31, 2024	December 31, 2023
Change in benefit obligation:		
Benefit obligation at beginning of period	$ 1,231	$ 867
Service cost	128	86
Interest cost	58	43
Actuarial (gain) loss	(148)	271
Employee contribution	9	9
Benefits paid	(40)	(45)
Benefit obligation at end of period	$ 1,238	$ 1,231
Change in plan assets:		
Employer contribution	$ 31	$ 36
Employee contribution	8	9
Benefits paid	(39)	(45)
Fair value of Plan assets at end of period	$ —	$ —

	Year ended December 31, 2024	Year ended December 31, 2023
Accrued benefit cost, end of period:		
Funded (unfunded) status	$ (1,238)	$ (1,231)
Unrecognized net actuarial gain	(1,626)	(1,616)
Accrued benefit cost, end of period	$ (2,864)	$ (2,847)
Amounts recognized in the statement of financial position:		
Accrued benefit liability, current	$ (61)	$ (71)
Accrued benefit liability, non-current	(1,177)	(1,159)
Accumulated other comprehensive gain, pretax	(1,626)	(1,617)
Net amount recognized	$ (2,864)	$ (2,847)

Components of net periodic pension cost (for period):	Year ended December 31, 2024	Year ended December 31, 2023
Service cost	$ 128	$ 86
Interest cost	58	43
Amortization of net actuarial gain	(138)	(186)
Total net periodic benefit cost	$ 48	$ (57)

Note 17 - BENEFIT PLANS AND OBLIGATIONS FOR TERMINATION INDEMNITY (Cont.)

2. Retiree Medical Plan (Cont.)

Assumptions as of end of period:	Year ended December 31, 2024	Year ended December 31, 2023
Discount rate	5.50 %	4.90 %
Health care cost trend rate assumed for next year	6.50 %	6.00 %
Ultimate health care cost trend rate	4.00 %	4.00 %

The effect of a 1% change in the health care cost trend rate at December 31, 2024 was as follows:

	1% increase	1% decrease
Net periodic benefit cost	$ 21	$ (18)
Benefit obligation	$ 97	$ (87)

3. Defined Contribution Plan

The 401(k) savings plan ("401(k) plan") is a defined contribution retirement plan that covers all eligible ESA employees, as defined in section 401(k) of the U.S. Internal Revenue Code. Employees may elect to contribute a percentage of their annual gross compensation to the 401(k) plan. ESA may make discretionary matching contributions as determined by ESA. Total expense under the 401(k) plan amounted to $18,582, $16,961 and $16,329 for the years ended December 31, 2024, 2023 and 2022, respectively. Expense for the deferred 401(k) plan is allocated between cost of sales and general and administrative expenses depending on the responsibilities of the related employees.

4. Non-Qualified Defined Contribution Plan

ESA has two benefit plans for the executives of the organization. The non-qualified, defined contribution plan is structured under Section 409(A). The plan provides the employees at vice president level and above the opportunity to defer up to 100% of their salary to the 409(A) plan. ESA provides a match of 0.005 cents on the dollar up to 10% of the employees' total salary and incentive-based compensation. The contribution can be made into the 401(k) plan, the 409(A) plan or both plans. The purpose is to provide comparable defined contribution plan benefits for the senior management across ESA locations. The 409(A) plan funds are contributed to several life insurance policies. Participant contributions to the plan were $1,558, $2,418 and $3,067 for the years ended December 31, 2024, 2023 and 2022, respectively, and the total ESA contribution to the plan was $419 for 2024. The cash surrender value of these life insurance policies at December 31, 2024 was $7,279. The total liability related to the 409(A) plan was $22,635 at December 31, 2024.

The second plan implemented is a non-qualified, defined benefit plan for certain executives of ESA. The plan provides the executives with a calculated, guaranteed payment in addition to their regular pension through the company upon retirement. The plan is funded with several life insurance policies. The policies are not segregated into a trust or otherwise effectively restricted. These policies are corporate owned assets that are subject to the claims of general creditors and cannot be considered as formal plan assets. The defined benefit plan put in place meets the ERISA definition of an unfunded deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees. The plan assets of life insurance policies had a cash surrender of $4,245 at December 31, 2024. Related liability for the pension payments was $10,941 at December 31, 2024. As of December 31, 2024, all executives had partially vested balances in the plan.

Note 18 - TAXES ON INCOME

A. APPLICABLE TAX LAWS

(1) Israeli Corporate Income Tax Rates

Generally, regular corporate tax rates and real capital gain tax rates in Israel effective as of January 1, 2018 and onwards is 23%. The Company is also eligible for tax benefits as further described below.

(2) Tax benefits under Israel's Law for the Encouragement of Industry (Taxes), 1969:

Elbit Systems and most of its subsidiaries in Israel currently qualify as "Industrial Companies", as defined by the Law for the Encouragement of Industry (Taxes), 1969, and as such, are entitled to certain tax benefits, mainly amortization of costs relating to know-how and patents over eight years, accelerated depreciation, the right to deduct public issuance expenses for tax purposes and an election under certain conditions to file a consolidated tax returns with additional related Israeli Industrial Companies.

Elbit Systems and several of its Israeli subsidiaries (also industrial companies) submitted an election to the Israel Tax Authority to file a consolidated tax return.

(3) Tax benefits under Israel's Law for the Encouragement of Capital Investments, 1959:

The operations of Elbit Systems and certain of its Israeli subsidiaries ("the Companies") have been granted "Privileged Enterprise" status under Israel's Law for the Encouragement of Capital Investments, 1959 (the "Law"). Accordingly, certain income of the Companies derived from the Privileged Enterprise programs is tax exempt for two years and subject to reduced tax rates of 25% for five-year to eight-year periods or tax exempt for a ten-year period, commencing in the first year in which the companies had taxable income (limited to twelve years from commencement of production or fourteen years from the date of approval, whichever is earlier).

At least 25% of the Privileged Enterprise program's income must be derived from exports.

Tax-exempt income generated by the Company and certain of its Israeli subsidiaries' Privileged Enterprises will be subject to tax upon dividend distribution or complete liquidation.

The entitlement to the above benefits is subject to the Companies' fulfilling the conditions specified in the Law, and the regulations promulgated thereunder. In the event of failure to comply with these conditions, the benefits may be canceled and the companies may be required to refund the amount of the benefits, in whole or in part, including interest.

As of December 31, 2024, the Company's management believes that the Company and its Israeli subsidiaries met all conditions of the Law and letters of approval.

Note 18 - TAXES ON INCOME (Cont.)

A. APPLICABLE TAX LAWS (Cont.)

(3) Tax benefits under Israel's Law for the Encouragement of Capital Investments, 1959 (Cont.):

On November 15, 2021, the Israeli government approved the Economic Efficiency Bill (Legislative Amendments for Attaining Budgetary Objectives for the 2021 and 2022 Budget Years) - 2021 (the Economic Efficiency Bill) regarding repatriations of retained exempt earnings from Approved Enterprises and Privileged Enterprises (Exempt Earnings). The Economic Efficiency Bill includes a temporary provision, offering relief of 30%-60% on the amount of tax which would otherwise have been required to be paid on attributable earnings, in order to encourage companies to pay the reduced taxes during the next 12 months (the Temporary Provision). The Temporary Provision provides partial relief from Israeli corporate income tax for companies that elect the offered benefit, on a linear basis, which is a greater release of Exempt Earnings, resulting in a higher relief from corporate income tax. According to the new linear statutory formula, the corporate income tax to be paid, on Exempt Earnings accumulated until December 31, 2020 that were not yet distributed as a dividend (Selected Accumulated Income) would vary from 6% to 17.5% effective tax rate (depending on the company's corporate tax rate in the year in which the income was derived and the amount of Exempt Earnings elected to be relieved), without taking into account the 15% dividend withholding tax (which should be levied only upon actual distribution, if any). The reduced corporate tax is payable within 30 days of making the election. The Temporary Provision does not require the actual distribution of the Selected Accumulated Income, nor does it provide any relief from the 15% dividend withholding tax.

The partial corporate income tax relief was available to companies that elected to implement the temporary reduced tax relief by November 15, 2022 in respect of Exempt Earnings accrued up to December 31, 2020, provided that up to 30% (the exact rate is calculated according to a new statutory formula) of the "released" Selected Earnings Income are re-invested in Israel though at least one of the following: industrial activities, research and development activities, assets used by the company or salaries of newly recruited employees.

As part of the Temporary Provision, Article 74 of the Investment Law was amended and as a result, starting August 15, 2021, a company with Exempt Earnings that distributes dividends will have to attribute a portion of the distributed sum to Exempt Earnings, and a portion to non-exempt earnings, on a pro-rata basis.

The Company elected to implement the Temporary Provision to "release" approximately $784 million of Exempt Earnings, and included in its 2021 results, in taxes on income, a provision for corporate tax in an amount of approximately $80 million. The amount was paid in 2022.

As a result of the Company's election, the Company is required to invest approximately $58 million in its industrial enterprise by the end of 2026. As of December 31, 2024, the Company's management believes that Elbit Systems will meet this criteria.

Enhancement of Current Tax Incentives Regime:

Tax incentives in Israel are also available to certain Israeli industrial companies and to R&D centers (operating on a cost plus basis) under two tracks: (i) a Preferred Enterprise and (ii) a Special Preferred Enterprise, aimed at large enterprises that meet certain investment requirements. Accordingly, a Preferred Enterprise is eligible for a reduced corporate income tax rate of 16%. However, if the company is located in Jerusalem or in certain northern or southern parts of Israel, the tax rate was further reduced to 9%. On December 15, 2016, the Finance Committee approved a further 1.5% reduction in the tax rate for such locations, from 9% to 7.5%.

A flat rate tax applies to companies eligible for the Preferred Enterprise status. In order to be eligible for a Preferred Enterprise status, a company must meet minimum requirements to establish that it contributes to the country's economic growth and is a competitive factor for the Gross Domestic Product (a competitive enterprise).

Note 18 - TAXES ON INCOME (Cont.)

A. APPLICABLE TAX LAWS (Cont.)

(3) Tax benefits under Israel's Law for the Encouragement of Capital Investments, 1959 (Cont.):

Enhancement of Current Tax Incentives Regime (cont.):

Israeli companies that currently benefit from Privileged Enterprise status and meet the criteria for qualification as a Preferred Enterprise can elect to apply the Preferred Enterprise benefits by waiving their benefits under the Privileged Enterprise status. The Company and several of its Israeli subsidiaries have elected the Preferred Enterprise status.

Benefits granted to a Preferred Enterprise include a reduced tax rate of 9% in the Development Area A regions and 16% in other regions. Preferred Enterprises in peripheral regions are eligible for Investment Center grants, as well as the applicable reduced tax rates.

A distribution from a Preferred Enterprise out of "Preferred Income" is subject to 20% withholding tax for Israeli-resident individuals and non-Israeli residents (subject to applicable treaty rates).

In December 2016, the Knesset (Israeli Parliament) approved amendments to the Law that introduced an innovation box regime for intellectual property (IP)-based companies, enhanced tax incentives for certain industrial companies and reduced the standard corporate tax rate and certain withholding rates starting in 2017.

Note 18 - TAXES ON INCOME (Cont.)

A. APPLICABLE TAX LAWS (Cont.)

(3) Tax benefits under Israel's Law for the Encouragement of Capital Investments, 1959 (Cont.):

Innovation Box Regime Special Technological Preferred Enterprise

The regime was tailored by the Israeli government to a post BEPS world, encouraging multinationals to consolidate IP ownership and profits in Israel along with existing Israeli research and development ("R&D") functions. Tax benefits created to achieve this goal include a reduced corporate income tax rate of 6% on IP-based income and on capital gains from future sale of IP.

The 6% tax rate applies to qualifying Israeli companies that are part of a group with global consolidated revenue of over NIS 10 billion (approximately US $2.8 billion). Other qualifying companies with global consolidated revenue below NIS 10 billion are subject to a 12% tax rate. However, if the Israeli company is located in Jerusalem or in certain northern or southern parts of Israel, the tax rate is further reduced to 7.5%. Additionally, withholding tax on dividends for foreign investors is subject to a reduced rate of 4% for all qualifying companies (unless further reduced by a treaty).

Entering into the regime is not conditioned on making additional investments in Israel, and a company could qualify if it invested at least 7% of the last three years' revenue in R&D (or incurred NIS 75 million in R&D expense per year) and met one of the following three conditions:

1. At least 20% of its employees are R&D employees engaged in R&D (or more than 200 R&D employees);
2. Venture capital investments of NIS 8 million were previously made in the company; or
3. Average annual growth over three years of 25% in sales or employees.

A company that does not meet the above conditions may still be considered as a qualified company at the discretion of the Israeli Innovation Authority of the Ministry of Economy and Industry (formerly, the Office of the Chief Scientist). Companies wishing to exit from the regime in the future will not be subject to clawback of tax benefits. The Knesset also approved a stability clause in order to encourage multinationals to invest in Israel. Accordingly, companies will be able to confirm the applicability of tax incentives for a 10-year period under a pre-ruling process. Further, in line with the Organization for Economic Co-operation and Development ("OECD") Nexus Approach, in 2017 the Israeli Finance Minister promulgated regulations to ensure companies are benefiting from the regime to the extent qualifying R&D expenditures are incurred.

As of December 31, 2024, the Company's management believes that Elbit Systems' and certain of its Israeli subsidiaries' meet the conditions and qualify as a "Special Preferred Technological Enterprise" tax regime.

Since the Company and its Israeli subsidiaries are operating under more than one program or incentive segment, and since part of their taxable income is not entitled to tax benefits under the Law and is taxed at the regular tax rates, the effective tax rate is the result of a weighted combination of the various applicable rates and tax exemptions, and the computation is made for income derived from each program on the basis of formulas specified in the Law.

(4) New OECD Global Minimum Tax rules (GLOBE)

The OECD's BEPS project has resulted in wide-ranging and continuous changes in the principles of international taxation and the tax laws in individual countries, including the Global Minimum Tax rules (GLOBE) introduced in 2021 (referred to as "Pillar 2"). Pillar 2 rules contemplate changes to numerous international tax principles and national tax principles and enforce other arrangements such as a minimum effective tax liability of 15%, under certain conditions. Governments have been translating the Pillar 2 rules into specific national tax laws, as previously done with respect to BEPS.

As of December 31, 2024 the government of Israel has not yet adopted Pillar 2, and local legislation is expected to come into effect in the financial year 2026. Thus, there was no impact on the Company and its Israeli subsidiaries in 2024. At this stage the Company is analyzing potential implications Pillar 2 may have on its consolidated financial statements; however, it does not expect any substantial impact for 2025.

Note 18 - TAXES ON INCOME (Cont.)

B. NON-ISRAELI SUBSIDIARIES

Non-Israeli subsidiaries are generally taxed based upon tax laws applicable in their countries of residence.

C. INCOME FROM CONTINUING OPERATIONS BEFORE TAXES ON INCOME

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Income before taxes on income:			
Domestic	$ 326,544	$ 250,831	$ 268,446
Foreign	15,202	(24,337)	24,112
	$ 341,746	$ 226,494	$ 292,558

D. TAXES ON INCOME

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Current taxes:			
Domestic	$ 63,326	$ 41,553	$ 40,357
Foreign	11,520	4,045	6,593
	74,846	45,598	46,950
Adjustment for previous years:			
Domestic	(19,838)	(19,404)	(10,681)
Foreign	92	(330)	(124)
	(19,746)	(19,734)	(10,805)
Deferred income taxes:			
Domestic	(16,972)	(5,434)	(6,607)
Foreign	930	2,483	(5,407)
	(16,042)	(2,951)	(12,014)
Total taxes on income	$ 39,058	$ 22,913	$ 24,131
Total:			
Domestic	$ 26,516	$ 16,715	$ 23,069
Foreign	12,542	6,198	1,062
Total taxes on income	$ 39,058	$ 22,913	$ 24,131

Note 18 - TAXES ON INCOME (Cont.)

E. UNCERTAIN TAX POSITIONS

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2024	2023
Balance at the beginning of the year	$ 81,058	$ 86,176
Additions (reductions) related to interest and currency translation	3,614	1,810
Additions based on tax positions related to prior period	59	28
Reductions related to tax positions taken during a prior period	(158)	(11,059)
Reductions related to settlement of tax matters	(20,905)	(11,258)
Additions based on tax positions taken during the current period	31,581	16,511
Reductions related to a lapse of applicable statute of limitation	(984)	(1,150)
Balance at the end of the year	$ 94,265	$ 81,058

On December 31, 2024 and 2023, the Company had a provision for unrecognized tax benefits of $94,265 and $81,058, respectively, which if recognized, would affect the Company's effective tax rate, including an accrual of $1,458 and $2,303 for the payment of related interest and penalties, respectively. The Company recognized interest and penalties related to unrecognized tax benefits in the provision for income taxes.

During 2024 and 2023, the Company and certain of its subsidiaries settled certain income tax matters pertaining to multiple years in Israel and Europe. As a result of the settlement of the tax matters, the Company recorded tax benefits of approximately $20,905 and $11,258 during the years 2024 and 2023, respectively, in the statements of income in “taxes on income”. Following the examination by the Israeli Tax Authority, the Company applied some of the items for which a settlement was reached for subsequent outstanding years.

The Company operates in multiple jurisdictions throughout the world, and its tax returns are periodically audited or subject to review by both domestic and foreign authorities. Certain Israeli Companies are currently undergoing tax audits by the Israeli Tax Authority.

As a result of ongoing examinations, tax proceedings in certain countries and additions to unrecognized tax benefits for positions taken and interest and penalties, if any, arising in 2024, it is not possible to estimate the potential net increase or decrease to the Company’s unrecognized tax benefits during the next twelve months.

Note 18 - TAXES ON INCOME (Cont.)

F. DEFERRED INCOME TAXES

Significant components of net deferred tax assets and liabilities are based on separate tax jurisdictions as follows:

	December 31, 2024	December 31, 2023
Deferred tax assets:		
Reserves and allowances	$ 27,287	$ 61,945
Inventory allowances	14,740	18,007
Property, plant and equipment	432	2,751
Operating lease right of use assets	24,092	19,913
Other assets	127,217	116,524
Net operating loss carry-forwards	47,504	94,776
	241,272	313,916
Valuation allowance	(77,913)	(165,199)
	163,359	148,717
Deferred tax liabilities:		
Intangible assets	(73,324)	(74,892)
Property, plant and equipment	(38,777)	(35,956)
Operating lease liabilities	(23,598)	(19,479)
Reserves and allowances	(6,783)	(9,155)
	(142,482)	(139,482)
Net deferred tax assets	$ 20,877	$ 9,235

Deferred tax assets and liabilities are measured based on the enacted tax rates that will apply in the years in which the temporary differences are expected to be recovered or paid.

G. CARRY-FORWARD TAX LOSSES

As of December 31, 2024 the Company and its Israeli subsidiaries had estimated total available carry-forward operating tax losses of approximately $331,016, and its non-Israeli subsidiaries had estimated available carry-forward operating tax losses of approximately $48,971. The Company and its Israeli subsidiaries had estimated carry-forward capital losses of approximately $60,547. A valuation allowance was provided on the sum of approximately $36,089. Most of the carry-forward losses can be offset indefinitely.

Note 18 - TAXES ON INCOME (Cont.)

H. RECONCILIATION

Reconciliation of the actual tax expense as reported in the statements of operations to the amount computed by applying the Israeli statutory tax rate is as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Income before taxes as reported in the consolidated statements of income	$ 341,746	$ 226,494	$ 292,558
Statutory tax rate	23 %	23 %	23 %
Theoretical tax expense	$ 78,602	$ 52,094	$ 67,288
Tax benefit arising from reduced rate as "Preferred Enterprise" and other tax benefits (*)	(5,058)	(27,741)	(26,281)
Tax adjustment in respect of different tax rates for foreign subsidiaries	60,100	(3,508)	(17,946)
Changes in carry-forward losses and valuation allowances	(78,356)	12,714	27,905
Taxes resulting from non-deductible expenses	1,260	2,299	795
Difference in basis of measurement for financial reporting and tax return purposes	3,835	8,339	(15,060)
Taxes in respect of prior years (see Note 18D above)	(19,746)	(19,734)	(10,805)
Other differences, net	(1,579)	(1,549)	(1,765)
Actual tax expenses	$ 39,058	$ 22,913	$ 24,131
Effective tax rate	11.43 %	10.12 %	8.25 %
(*) Net earnings per share – amounts of the benefit resulting from the Approved, Privileged and Preferred Enterprises:			
Basic and diluted	$ 0.11	$ 0.63	$ 0.59

I. FINAL TAX ASSESSMENTS

Final income tax assessments have been received by the Company up to and including the tax year 2017 and by certain subsidiaries up to 2022.

Note 19 - DERIVATIVE FINANCIAL INSTRUMENTS

A. FAIR VALUE OF DERIVATIVE INSTRUMENTS

Derivative financial instruments are presented as other assets or other payables. For asset derivatives and liability derivatives, the fair values of the Company's outstanding derivative instruments as of December 31, 2024 and December 31, 2023 are summarized below:

	Asset Derivatives as of December 31, 2024(*)	Asset Derivatives as of December 31, 2023(*)	Liability Derivatives as of December 31, 2024(**)	Liability Derivatives as of December 31, 2023(**)
Derivatives designated as hedging instruments				
Foreign exchange contracts	104,317	50,438	17,836	77,819
Cross-currency interest rate swaps	—	—	29,202	35,159
	$ 104,317	$ 50,438	$ 47,038	$ 112,978
Derivatives not designated as hedging instruments				
Foreign exchange contracts	2,615	—	5,905	3,435
	$ 106,932	$ 50,438	$ 52,943	$ 116,413

(*) Presented as part of other receivables and long-term other receivables.
(**) Presented as part of other payables and long-term other payables.

B. EFFECT ON CASH FLOW HEDGING

The effect of derivative instruments on cash flow hedging and the relationship between income and other comprehensive income for the years ended December 31, 2024, 2023 and 2022 are summarized below:

Gain (Loss) Recognized in Other Comprehensive Income, net (*):

	as of December 31, 2024	as of December 31, 2023	as of December 31, 2022
Payroll	$ (18,324)	$ (64,512)	$ (152,590)
Gain (Loss) from projects (Hedging)	69,597	(55,269)	447
Foreign exchange contracts	$ 51,273	$ (119,781)	$ (152,143)

Gain (Loss) on of Derivative Reclassified from Accumulated Other Comprehensive Income (*):

	as of December 31, 2024	as of December 31, 2023	as of December 31, 2022
Payroll	$ (36,927)	$ (125,063)	$ (66,710)
Gain from projects (Hedging)	13,206	21,442	9,509
Foreign exchange contracts	$ (23,721)	$ (103,621)	$ (57,201)

(*) Presented as part of revenues/cost of revenue and equity in net earnings of affiliated companies and partnerships.

Note 19 - DERIVATIVE FINANCIAL INSTRUMENTS (Cont.)

B. EFFECT ON CASH FLOW HEDGING (Cont.)

Amount Excluded from Effectiveness Testing Recognized in Income [(*)]:

	as of December 31, 2024	as of December 31, 2023	as of December 31, 2022
Foreign exchange contracts	$ (671)	$ 13,791	$ 9,413
Derivatives not designated as hedging instruments:			
Foreign exchange contracts and other derivatives instruments	$ 4,954	$ (3,906)	$ (926)

(*) Presented as part of revenues/cost of revenue and equity in net earnings of affiliated companies and partnerships.

C. NET EFFECT OF CROSS-CURRENCY SWAPS

The net effect on earnings from the cross-currency swaps in 2024 was a loss of approximately $12,570, of which approximately $9,472 was offset against exchange rate differences related to Series B Notes and approximately $3,098 increased the interest expenses.

D. FORWARD CONTRACTS

The notional amounts of outstanding foreign exchange forward contracts at December 31, 2024 is summarized below:

	Buy December 31, 2024	Buy December 31, 2023	Sell December 31, 2024	Sell December 31, 2023
Euro	$ 187,873	$ 407,849	$ 1,408,619	$ 1,400,118
GBP	118,687	52,267	45,159	81,061
NIS	1,703,972	1,782,959	—	—
Other	69,525	6,204	571,956	285,514
	$ 2,080,057	$ 2,249,279	$ 2,025,734	$ 1,766,693

Note 20 - OTHER LONG-TERM LIABILITIES

The following table presents the components of other long-term liabilities as of December 31, 2024 and 2023:

	December 31, 2024	December 31, 2023
Accounts payables	$ 131,502	$ 123,787
Provision for vacation pay	51,108	42,073
Derivative financial instruments	28,019	47,376
Contingent purchase obligation	20,564	37,421
Provision for compensated absences	12,382	11,341
Accrued expenses on evacuation	2,066	11,028
Other	28,780	25,270
	$ 274,421	$ 298,296

Note 21 - COMMITMENTS AND CONTINGENT LIABILITIES

A. ROYALTY COMMITMENTS

Elbit Systems and certain Israeli subsidiaries partially finance their research and development expenditures under grant programs sponsored by the Israel Innovation Authority ("IIA") of the Ministry of Economy and Industry (formerly the Office of Chief Scientist) for the support of research and development activities conducted in Israel. At the time the grants were received from the IIA, successful development of the related projects was not assured.

In exchange for participation in the programs by the IIA, Elbit Systems and the subsidiaries agreed to pay 2% - 5% of total sales of products developed within the framework of these programs. The royalties will be paid up to a maximum amount equaling 100% to 150% of the grants provided by the IIA, linked to the dollar, bearing annual interest at a rate based on LIBOR \ SOFR (SOFR only commencing 2023). The obligation to pay these royalties is contingent on actual sales of the products, and in the absence of such sales payment of royalties is not required.

In some cases, the Government of Israel's participation (through the IIA) is subject to export sales or other conditions. The maximum amount of royalties is increased in the event of production outside of Israel.

Elbit Systems and certain of its subsidiaries may also be obligated to pay certain amounts to the IMOD and others on certain sales including sales resulting from the development of certain technologies.

Royalties expenses amounted to $15,676, $19,878 and $30,610 in 2024, 2023 and 2022, respectively.

B. COMMITMENTS IN RESPECT OF LONG-TERM PROJECTS

In connection with projects in certain countries, Elbit Systems and some of its subsidiaries have entered and may enter in the future into "buy-back" or "offset" agreements, required by a number of the Company's customers for these projects as a condition to the Company obtaining orders for its products and services. These agreements are customary in the Company's industry and are designed to facilitate economic flow back (buy-back) and/or technology transfer to businesses or government agencies in the applicable country.

These commitments may be satisfied by the Company's placement of direct work or vendor orders for supplies and/or services, transfer of technology, investments or other forms of assistance in the applicable country. The buy-back rules and regulations, as well as the underlying contracts, may differ from one country to another. The ability to fulfill the buy-back obligations may depend, among other things, on the availability of local suppliers with sufficient capability to meet the Company's requirements and which are competitive in cost, quality and schedule. In certain cases, the Company's commitments may also be satisfied through transactions conducted by other parties.

The Company does not commit to buy-back agreements until orders for its products or services are definitive, but in some cases the orders for the Company's products or services may become effective only after the Company's corresponding buy-back commitments are in effect.

Buy-back programs generally extend at least over the relevant commercial contract period and may provide for penalties in the event the Company fails to perform in accordance with buy-back requirements. In some cases the Company provides guarantees in connection with the performance of its buy-back obligations.

Should the Company be unable to meet such obligations it may be subject to contractual penalties, the Company's guarantees may be drawn upon, and the Company's chances of receiving additional business from the applicable customers could be reduced or, in certain cases, eliminated.

At December 31, 2024, the Company had outstanding buy-back obligations totaling approximately $2,503,000 that extend through 2033.

Note 21 - COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

C. LEGAL CLAIMS

The Company and its subsidiaries are involved in legal claims arising in the ordinary course of business. The Company's management, based on the opinion of its legal counsel, believes that any financial impact from the settlement of such claims in excess of the accruals recorded in the financial statements will not have a material adverse effect on the financial position or results of operations of the Company. As of December 31, 2024, the Company was not involved in significant legal proceedings.

D. GUARANTEES

As of December 31, 2024, guarantees in the amount of approximately $4,087,529 were issued by banks and other financial institutions on behalf of the Company and certain of its subsidiaries mainly in order to secure certain contract liabilities (advances from customers) and performance obligation and employee benefit plans.

E. COVENANTS

In connection with Series B, C and D Notes, commercial paper, bank credits and loans, including performance guarantees issued by banks and bank guarantees in order to secure certain advances from customers, the Company and certain subsidiaries are obligated to meet certain financial covenants. Such covenants include requirements for shareholders' equity, current ratio, operating profit margin, tangible net worth, EBITDA, interest coverage ratio and total leverage.

In respect of each of the 12 month periods ending December 31, 2024 and 2023, the Company was in material compliance with its loan obligations.

F. CONTRACTUAL OBLIGATIONS

Substantially all of the Company's purchase commitments relate to obligations under purchase orders and subcontracts entered into by the Company. These purchase orders and subcontracts are typically in standard formats proposed by the Company, with the subcontracts and purchase orders also reflecting provisions from the Company's applicable prime contract that apply on a flow down basis to subcontractors and vendors. The terms typically included in these purchase orders and subcontracts are consistent with Uniform Commercial Code provisions in the United States for sales of goods, as well as with specific terms called for by its customers in various countries. These terms include the Company's right to terminate the purchase order or subcontract in the event of the vendor's or subcontractor's default, and typically include the Company's right to terminate the order or subcontract for the Company's convenience (or if the Company's prime contractor has so terminated the prime contract). Such purchase orders and subcontracts typically are not subject to variable price provisions. As of December 31, 2024 and 2023, the purchase commitments were $4,344,779 and $3,856,034, respectively. The Company's purchase commitments are expected to be realized during the years 2025 - 2030.

G. FIXED LIENS

In order to secure bank loans and bank and other financial institutions guarantees in the amount of approximately $170,204 as of December 31, 2024, certain Company entities recorded fixed liens on most of their machinery and equipment, mortgages on most of their real estate and floating charges on most of their assets.

Note 22 - SHAREHOLDERS' EQUITY

A. SHARE CAPITAL

Ordinary shares confer upon their holders voting rights and the right to receive dividends.

B. EQUITY INCENTIVE PLANS

2018 Equity incentive plan for executive officers:

In 2018 the Company's Board of Directors approved the 2018 Equity Incentive Plan for Executive Officers (the "2018 Equity Plan"). Under the 2018 Equity Plan, the Company may allocate options to its Israeli resident executive officers, subject to receipt of approvals as required under Israeli Law (options). Options are to be exercised using a "Net-Exercise Mechanism", which entitles the recipients to exercise the options for an amount of shares reflecting only the benefit factor.

In 2018, the Board approved a pool of 1,000,000 Options. In February 2021, the Board approved amendments to the 2018 Equity Plan that increased the pool of options permitted to be granted under the 2018 Equity Plan to 1,500,000 options (an increase of 500,000 Options) and extended the duration of the 2018 Equity Plan by an additional 3 years.
In February 2024, the Board further increased the pool of options permitted to be granted under the 2018 Equity Plan to 2,300,000 (an increase of 800,000 Options), and made additional amendments to the 2018 Equity Plan (the Second Amendment), as reflected below.

The exercise price of an option is denominated in U.S. dollars and is the higher of:
(1) The average of the closing share price of Elbit Systems ordinary shares on the TASE, during the period of thirty (30) trading days preceding, but not including, the Date of the Board Resolution, converted into U.S. dollars by applying the average representative U.S. dollar - NIS exchange rate during such thirty (30) trading days period; or
(2) The closing share price of our ordinary shares on the TASE on the last trading date preceding the Date of the Board Resolution, converted into U.S. Dollars by applying the representative U.S. dollar - NIS exchange rate most recently published by the Bank of Israel prior to the Date of the Board Resolution.

The Date of the Board Resolution is, unless otherwise determined by the Board, the date on which the grant of the Options was approved by the Board

The grant date of Options to a recipient is determined to be the latest of (the Grant Date):
(1) The Date of the Board Resolution;
(2) The first trading day after a period of thirty (30) days has elapsed from the date the 2018 Equity Plan is filed with the Israeli Tax Authorities; or
(3) Where applicable, the date on which the required corporate approvals have been obtained and/or other conditions set by the Board have been met.

Unless otherwise determined by the Board, the Options under the 2018 Equity Plan vest, subject to continued employment of the participant with the Company or a subsidiary, as follows:
(1) for Options granted prior to the Second Amendment, forty percent (40%) on the second anniversary of the Grant Date, with the remaining sixty percent (60%) of the Options vesting twenty percent (20%) each on the third, fourth and fifth anniversary of the Grant Date, respectively.
(2) for Options granted on or after the Second Amendment, forty percent (40%) on the second anniversary of the Grant Date, with the remaining sixty percent (60%) of the Options vesting thirty percent (30%) each on the third and fourth anniversary of the Grant Date, respectively.

Note 22 - SHAREHOLDERS' EQUITY

B. EQUITY INCENTIVE PLANS (Cont.)

2018 Equity incentive plan for executive officers (Cont.):

The 2018 Equity Plan includes customary terms such as adjustments for capital modifications (reverse stock split, stock split, etc.), rights offering restructuring (split, merger, etc.). Under the 2018 Equity Plan, vesting of a participant's Options granted prior to the Second Amendment will be fully accelerated in case his or her employment is terminated by the Company without cause within a period of twelve (12) months following any change of control over the Company. The 2018 Equity Plan also allows, subject to approvals of the Compensation Committee and the Board, acceleration, continued vesting and exercisability of the Options, as well as post-termination exercise periods, in case of termination of employment without cause, or as a result of death or disability.

As of December 31, 2024, there were approximately 34,000 Options available for future grants under the 2018 Equity Incentive Plan.

2022 Equity incentive plan for employees:

On January 16, 2022, our Board approved the 2022 Equity Incentive Plan for Employees for a period of seven years. Under the Employees Plan, the Company may allocate options to employees of Elbit Systems and its wholly owned subsidiaries. The options are to be exercised using a "Net-Exercise Mechanism", which entitles the recipients to exercise the options for an amount of shares reflecting only the benefit factor. The Board approved an option pool of 1,100,000 options that may be granted under the Employees Plan. In February 2024, the Board approved an increase of the option pool to 2,050,000 (an increase of 950,000 options that may be granted under the Employees Plan).
Options to Israeli Employees (as defined under the Employees Plan) are granted under the provisions of Section 102 of the Israeli Income Tax Ordinance [New Version] of 1961, with respect to the "capital gain tax route", as well as in compliance with the Israeli Income Tax Rules (Tax Relief in Issuance of Shares to Employees) 2003, as amended from time to time.

The exercise price of an option is denominated in U.S. dollars and is the higher of:

(1) The average of the closing share price of Elbit Systems ordinary shares on the TASE, during the period of thirty (30) trading days preceding, but not including, the Grant Date (as defined below), converted into U.S. dollars by applying the average representative U.S. dollar - NIS exchange rate during such thirty (30) trading days period; or

(2) The closing share price of our ordinary shares on the TASE on the last trading date preceding the Grant Date, converted into U.S. dollars by applying the representative U.S. dollar - NIS exchange rate most recently published by the Bank of Israel prior to the Grant Date.

The Grant Date of options to a recipient is determined to be the later of:

(1) The date on which the grant of the options to a participant was approved by the administrator of the plan; or

(2) The first trading day after a period of thirty (30) days has elapsed from the date the Employees Plan is filed with the Israeli Tax Authorities; unless otherwise determined by the Board or required under applicable law.

Granted options vest, subject to continued employment of the participant with the Company or a subsidiary, as follows: forty percent (40%) on the second anniversary of the Grant Date, with the remaining sixty percent (60%) of the Options vesting thirty percent (30%) each on the third and fourth anniversary of the Grant Date, respectively.

The Employees Plan includes customary terms such as adjustments for capital modifications (reverse stock split, stock split, etc.), and rights offering restructuring (split, merger, etc.). The Employees Plan also allows, subject to approvals as set forth in the Employees Plan, acceleration, continued vesting and exercisability of the options, as well as post-termination exercise periods, in case of termination of employment without cause, or as a result of death or disability.

As of December 31, 2024, there were approximately 305,000 Options available for future grants under the Employees Plan.

U.S. dollars (In thousands, except per share data)

Note 22 - SHAREHOLDERS' EQUITY (Cont.)

B. EQUITY INCENTIVE PLANS (Cont.)

The fair value based cost of employee stock options is estimated at the grant date using a lattice-based option valuation model. During the years ended 2024 and 2023, the Company granted 1,743,650 and 76,100 options, respectively.

The valuation includes the following weighted average assumptions:

	Year ended December 31, 2024	Year ended December 31, 2023
Dividend yield	1.94 %	1.97 %
Expected volatility	27.83 %	28.02 %
Risk-free interest rate	4.07 %	4.15 %
Contractual life	4.25 years	4.25 years
Forfeiture rate	10.00 %	10.00 %
Suboptimal factor	1.25	1.25

Because lattice-based option valuation models incorporate ranges of assumptions for inputs, the average of those ranges are disclosed. Expected volatilities are based on implied volatilities from the historical volatility of Elbit Systems Ltd.'s stock and other factors. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. The average of the range, given above, results from certain groups of employees exhibiting different behavior. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the contractual life of the option. The dividend yield assumption is based on historical dividends.

The following is a summary of Elbit Systems' options activity under the equity incentive plans:

	Number of options 2024	Weighted average exercise price 2024	Number of options 2023	Weighted average exercise price 2023
Outstanding - beginning of the year	1,452,821	163.30	1,728,106	156.66
Granted	1,743,650	201.53	76,100	182.06
Exercised	(293,049)	156.89	(312,085)	129.04
Forfeited	(40,340)	187.20	(39,300)	180.54
Outstanding - end of the year	2,863,082	186.90	1,452,821	163.30

The aggregate intrinsic value represents the total intrinsic value (the difference between Elbit Systems' closing stock price on the last trading day of the fourth quarter of the applicable fiscal year and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2024. This amount changes, based on the market price of the Company's stock and the average exercise price of in-the-money options. Aggregate intrinsic value of outstanding options as of December 31, 2024, was $185,954.

As of December 31, 2024, there was $67,190 of total unrecognized compensation cost related to share-based compensation arrangements granted under the Equity Incentive Plans. That cost is expected to be recognized over a weighted average period of 3 years.

As of December 31, 2024, 2,863,082 options were vested and expected to be vested at a weighted average exercise price of $186.90 per share. The weighted average remaining contractual life of exercisable options as of December 31, 2024, is approximately 3 years.

Note 22 - SHAREHOLDERS' EQUITY (Cont.)

C. OUTSTANDING OPTIONS AND COMPENSATION EXPENSES

The options outstanding as of December 31, 2024, have been separated into ranges of exercise prices, as follows:

Options outstanding:

Exercise price	Number of Options	Weighted average remaining contractual life (years)	Weighted average exercise price per share
134.34 - 247.74	2,863,082	2.92	$ 186.90

Compensation expenses related to the Equity Incentive Plans amounted to $15,760, $12,141 and $10,463 for the three years ended December 31, 2024, 2023 and 2022 respectively, which were recognized, as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Cost of revenues	$ 2,365	$ 1,822	$ 1,570
General and administration expenses	13,395	10,319	8,893
	$ 15,760	$ 12,141	$ 10,463

D. COMPUTATION OF EARNINGS PER SHARE

Computation of basic and diluted net earnings per share:

	Net income to shareholders of ordinary shares Year ended December 31, 2024	Weighted average number of shares (*) Year ended December 31, 2024	Per share amount Year ended December 31, 2024	Net income to shareholders of ordinary shares Year ended December 31, 2023	Weighted average number of shares (*) Year ended December 31, 2023	Per share amount Year ended December 31, 2023
Basic net earnings	$ 321,138	44,480	$ 7.22	$ 215,131	44,375	$ 4.85
Effect of dilutive securities:						
Employee stock options	—	229	(0.04)	—	217	(0.03)
Diluted net earnings	$ 321,138	44,709	$ 7.18	$ 215,131	44,592	$ 4.82

(*) In thousands.

U.S. dollars (In thousands, except per share data)

Note 22 - SHAREHOLDERS' EQUITY (Cont.)

E. 2018 PHANTOM BONUS RETENTION PLAN

In 2018, the Company's Board of Directors approved a "Phantom Bonus Retention Plan" for Senior Managers (the "2018 Phantom Plan").

The 2018 Phantom Plan provides for phantom bonus units which entitle the recipients to receive payment in cash of an amount reflecting the "benefit factor", which is linked to the performance of Elbit Systems' stock price in the TASE over the applicable periods (tranches) under the 2018 Phantom Plan. As of December 31, 2024, 678,100 phantom bonus units of the Plan were granted with a weighted average basic price per unit, as defined in the Plan, of $139.51.

The benefit earned for each year of a tranche is the difference between the basic price and the closing price of the Company's share for that year, as defined in the 2018 Phantom Plan, not to exceed an increase of 100% in the Company's share price from the basic price of the first year of a tranche.

The Company recorded an amount of approximately $1,101, $10,589 and $62,090, during the three years ended December 31, 2024, 2023 and 2022, respectively, as compensation costs related to the phantom bonus units granted under the 2018 Phantom Plan, as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Cost of revenues	$ 575	$ 6,164	$ 34,778
General and administration expenses	460	2,635	15,537
Marketing and selling	66	1,790	11,775
	$ 1,101	$ 10,589	$ 62,090

F. DIVIDEND POLICY

Dividends declared by Elbit Systems are paid subject to statutory limitations.

Note 23 - SEGMENT DISCLOSURE, MAJOR CUSTOMER AND GEOGRAPHIC INFORMATION

A. SEGMENT DISCLOSURE:

The Company reports segment information based on a management approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company's reportable segments.

The Company's President and Chief Executive Officer is our chief operating decision maker ("CODM"). The CODM assesses the performance of each operating segment using information about revenue and segment operating income that is defined as operating income generated at the segment level, excluding unallocated corporate income or expense and other operating income (expenses), net, such as sale of buildings or shares.

The Company's CODM does not regularly review assets and liabilities information by reportable segments. Therefore, the Company does not report assets and liabilities information by segment.

The segments are encouraged to cooperate on a range of common projects performed by the Company. It is common for the reportable segments to provide their products to the same customers either through joint projects or by marketing and offering a combined and integrated solution containing a variety of capabilities, products, and technologies of the Company's portfolio from various businesses or subsidiaries, all tailored to satisfy the customer's or project's specific requirements. Intersegment transactions are sales between segments and are eliminated in consolidation.

The following tables present information about the Company's reported segment revenues and operating income for the periods indicated:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Revenues:			
Aerospace			
External customers	$ 1,780,483	$ 1,613,137	$ 1,471,093
Intersegment revenue	255,805	260,144	262,089
Total	$ 2,036,288	$ 1,873,281	$ 1,733,182
C4I and Cyber			
External customers	$ 750,573	$ 668,414	$ 631,297
Intersegment revenue	49,227	52,702	47,098
Total	$ 799,800	$ 721,116	$ 678,395
ISTAR and EW			
External customers	$ 1,118,628	$ 996,927	$ 882,200
Intersegment revenue	199,399	182,500	163,449
Total	$ 1,318,027	$ 1,179,427	$ 1,045,649
Land			
External customers	$ 1,605,046	$ 1,241,023	$ 1,075,846
Intersegment revenue	74,339	65,174	92,737
Total	$ 1,679,385	$ 1,306,197	$ 1,168,583
ESA			
External customers	$ 1,573,141	$ 1,455,243	$ 1,451,113
Intersegment revenue	12,572	9,695	5,559
Total	$ 1,585,713	$ 1,464,938	$ 1,456,672
Revenues			
Total revenues (external customers and intersegment) for reportable segments	$ 7,419,213	$ 6,544,959	$ 6,082,481
Less -Intersegment revenue	(591,342)	(570,215)	(570,932)
Total consolidated revenues	**$ 6,827,871**	**$ 5,974,744**	**$ 5,511,549**

Note 23 - SEGMENT DISCLOSURE, MAJOR CUSTOMER AND GEOGRAPHIC INFORMATION

A. SEGMENT DISCLOSURE (Cont.):

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Operating income:			
Aerospace	$ 149,060	$ 125,455	$ 106,760
C4I and Cyber	61,987	50,653	48,964
ISTAR and EW	96,110	134,882	49,120
Land	150,684	80,610	28,554
ESA	56,199	(4,687)	74,978
Segment operating income	**514,040**	**386,913**	**308,376**
Unallocated corporate expenses and inter-company unrealized profit	(24,987)	(17,805)	(9,810)
Other operating income	—	—	68,918
Operating income	489,053	369,108	367,484
Financial expenses, net (see note 25)	(151,125)	(137,827)	(51,364)
Other income (expenses), net (see note 26)	3,818	(4,787)	(23,562)
Income before income taxes	$ 341,746	$ 226,494	$ 292,558

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Aerospace			
Revenues	$ 2,036,288	$ 1,873,281	$ 1,733,182
Research and development, net	(104,946)	(107,883)	(117,683)
Other expenses	(1,782,282)	(1,639,943)	(1,508,739)
Operating income	$ 149,060	$ 125,455	$ 106,760
C4I and Cyber			
Revenues	$ 799,800	$ 721,116	$ 678,395
Research and development, net	(70,286)	(72,663)	(72,720)
Other expenses	(667,527)	(597,800)	(556,711)
Operating income	$ 61,987	$ 50,653	$ 48,964
ISTAR and EW			
Revenues	$ 1,318,027	$ 1,179,427	$ 1,045,649
Research and development, net	(100,205)	(87,112)	(82,918)
Other expenses	(1,121,712)	(957,433)	(913,611)
Operating income	$ 96,110	$ 134,882	$ 49,120
Land			
Revenues	$ 1,679,385	$ 1,306,197	$ 1,168,583
Research and development, net	(133,552)	(85,604)	(87,099)
Other expenses	(1,395,149)	(1,139,983)	(1,052,930)
Operating income	$ 150,684	$ 80,610	$ 28,554
ESA			
Revenues	$ 1,585,713	$ 1,464,938	$ 1,456,672
Research and development, net	(54,685)	(68,779)	(73,765)
Other expenses	(1,474,829)	(1,400,846)	(1,307,929)
Operating income	$ 56,199	$ (4,687)	$ 74,978
Segment operating income	**$ 514,040**	**$ 386,913**	**$ 308,376**

Note 23 - SEGMENT DISCLOSURE, MAJOR CUSTOMER AND GEOGRAPHIC INFORMATION

A. SEGMENT DISCLOSURE (Cont.):

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Depreciation and amortization by segment:			
Aerospace	$ 34,958	$ 36,284	$ 34,353
C4I and Cyber	9,440	12,551	13,651
ISTAR and EW	32,978	29,001	24,992
Land	34,813	34,747	38,560
ESA	44,307	50,526	46,540
Unallocated corporate expenses	1,895	1,690	3,194
Total depreciation and amortization	**$ 158,391**	**$ 164,799**	**$ 161,290**

Revenue are attributed to geographic areas based on the location of the end customers as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
North America	$ 1,520,338	$ 1,417,742	$ 1,489,685
Asia-Pacific	1,132,701	1,263,771	1,405,473
Israel	1,987,974	1,167,228	1,071,945
Europe	1,820,912	1,776,412	1,243,550
Latin America	150,013	120,700	119,860
Other	215,933	228,891	181,036
	$ 6,827,871	**$ 5,974,744**	**$ 5,511,549**

B. MAJOR CUSTOMER DATA AS A PERCENTAGE OF TOTAL REVENUES:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
IMOD	25%	16%	17%
U.S. Government	15%	17%	19%

C. LONG-LIVED ASSETS BY GEOGRAPHIC AREAS:

The Company's long-lived assets for the year ended December 31, 2024, 2023 and 2022, commencing current year presentation, includes property plant and equipment and operating lease right of use assets, as follows:

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Israel	$ 1,396,297	$ 1,098,074	$ 968,450
U.S.	298,984	307,239	280,687
Other	110,009	108,521	105,516
	$ 1,805,290	$ 1,513,834	$ 1,354,653

U.S. dollars (In thousands, except per share data)

Note 24 - RESEARCH AND DEVELOPMENT, NET

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Total expenses	$ 544,140	$ 502,654	$ 501,777
Less - grants and participation	(77,738)	(78,234)	(66,127)
	$ 466,402	$ 424,420	$ 435,650

Note 25 - FINANCIAL EXPENSES, NET

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Expenses:			
Interest on short-term bank credit and loans	$ (59,211)	$ (58,253)	$ (14,857)
Factoring expenses	(42,654)	(17,474)	(2,218)
Interest on Commercial Securities Series A and B	(21,009)	(3,382)	—
Guarantees expenses	(17,613)	(22,339)	(17,356)
Interest on Series B, C and D Notes, net	(8,864)	(9,537)	(11,683)
Interest on long-term bank debt	(928)	(8,677)	(12,392)
Gain (loss) from revaluation of lease liabilities and exchange rate differences, net	594	(11,962)	10,542
Other	(6,561)	(12,280)	(6,452)
	(156,246)	(143,904)	(54,416)
Income:			
Interest on cash, cash equivalents and bank deposits	2,851	2,359	383
Other	2,270	3,718	2,669
	5,121	6,077	3,052
	$ (151,125)	$ (137,827)	$ (51,364)

Note 26 - OTHER INCOME (EXPENSES), NET

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Pension non-service cost	$ 20,906	$ (6,596)	$ (4,555)
Revaluation of investments [(1)]	(19,536)	(2,963)	(10,175)
Gain (loss) on sale of investments	2,043	—	(10,619)
Insurance compensation	—	5,200	—
Other	405	(428)	1,787
	$ 3,818	$ (4,787)	$ (23,562)

(1) During 2024, 2023 and 2022, the Company recognized gains and losses as a result of revaluation of its investments accounted for under the fair value method (see Note 6C).

Note 27 - RELATED PARTIES' TRANSACTIONS AND BALANCES

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Income -			
Sales to related-party companies [(*)]	$ 151,708	$ 147,807	$ 155,728
Participation in expenses	$ —	$ —	$ 85
Cost and expenses -			
Supplies from related parties [(**)]	$ 41	$ 15,877	$ 2,143

Balances:	December 31, 2024	December 31, 2023
Trade receivables and other receivables [(*)]	$ 138,529	$ 102,075
Trade payables and advances [(**)]	$ 55,746	$ 35,363
Loans to related parties [(***)]	$ 1,500	$ —

The sales to the Company's related parties in respect of U.S. government defense contracts are made on the basis of cost.

(*) A significant portion of the sales and balances include sales of helmet mounted cueing systems purchased from the Company by a 50%-owned affiliate of ESA.

(**) Includes mainly electro-optics components and sensors, purchased by the Company from a 50%-owned Israeli company, and in 2021, includes also electro-optics products purchased by the Company from another 50%-owned Israeli affiliate.

(***) Includes mainly $ 1,500 loan to a 49%-owned affiliate of a subsidiary, bearing a 5% annual interest rate. The loan was granted for ongoing operational purposes, in addition to a $ 3,000 guarantee.

* * *

U.S. dollars (In thousands, except per share data)

Schedule I – Valuation and Qualifying Accounts

(In thousands of U.S. dollars)

	Column A	Column B	Column C	Column D	Column E
Description	**Balance at beginning of period**	**Additions (charged to costs and expenses)**	**Deductions (write-offs and actual losses incurred)**	**Additions resulting from acquisitions**	**Balance at end of period**
Year ended December 31, 2024:					
Provisions for Losses on Long-Term Contracts (*)	95,450	34,975	19,577	—	110,848
Provisions for Claims and Potential Contractual Penalties and Others	3,661	2,946	562	—	6,045
Credit risk (**)	9,172	5,701	867	—	14,006
Valuation Allowance on Deferred Taxes	165,199	—	87,286	—	77,913
Year ended December 31, 2023:					
Provisions for Losses on Long-Term Contracts (*)	80,962	38,560	24,072	—	95,450
Provisions for Claims and Potential Contractual Penalties and Others	2,557	1,244	140	—	3,661
Credit risk (**)	9,162	674	664	—	9,172
Valuation Allowance on Deferred Taxes	164,906	293	—	—	165,199
Year ended December 31, 2022:					
Provisions for Losses on Long-Term Contracts (*)	89,509	20,944	33,102	3,611	80,962
Provisions for Claims and Potential Contractual Penalties and Others	2,343	385	171	—	2,557
Credit risk (**)	10,307	301	1,446	—	9,162
Valuation Allowance on Deferred Taxes	192,811	—	27,905	—	164,906

(*) As of December 31, 2024, 2023 and 2022 an amount of $41,032, $34,820 and $16,900, respectively, is presented as a deduction from inventories. As of December 31, 2024, 2023 and 2022 an amount of $69,816, $60,630 and $64,062, respectively, is presented as part of other payables and accrued expenses.

(**) As of December 31, 2024, an amount of $8,483 and $5,523 is related to corporate customers and government customers, respectively.

November 2011

RESTATED ARTICLES OF ASSOCIATION

OF

ELBIT SYSTEMS LTD.

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1. INTERPRETATION

(a) In these Articles of Association the following terms will have the meanings described below:

TERM	MEANING
(1) Administrative Proceeding	An administrative enforcement proceeding pursuant to Chapter H3, H4 or I1 of the Securities Law.
(2) Annual Meeting	The annual General Meeting.
(3) Articles	These Articles of Association, as may be amended from time to time.
(4) Audit Committee	The audit committee of the Board of Directors established according to these Articles and the Law.
(5) Board or Board of Directors	The Company's supervisory governing board appointed according to these Articles and the Law.
(6) Chairman of the Board of Directors	The chairman of the Board of Directors, appointed according to these Articles.
(7) Company	Elbit Systems Ltd.
(8) Companies Law	The [Israel] Companies Law - 1999, including any regulations and regulatory orders relating thereto, and any successor laws and regulations, as will be in effect from time to time.
(9) Director	A member of the Company's Board of Directors.

(10) Extraordinary Meeting	A General Meeting other than an Annual Meeting.
(11) General Meeting	A meeting of the Company's Shareholders convened according to these Articles and the Law.
(12) Independent Certified Accountants	The Company's independent certified accountants appointed according to these Articles and the Law.
(13) Internal Auditor	The Company's internal auditor appointed in accordance with these Articles and the Law.
(14) Law	The Companies Law and the Securities Law.
(15) NIS	New Israeli Shekels.
(16) Ordinary Shares	Shares nominal value NIS 1 per Share, which carry all ordinary rights Shareholders are entitled to under these Articles and the Law.
(17) Personal Interest	A personal interest of a person as defined in the Law.
(18) President	The president and general manager of the Company appointed according to these Articles.
(19) Proxy	A person appointed, as provided in these Articles, by a Shareholder to vote or otherwise act on the Shareholder's behalf at a General Meeting.
(20) Proxy Statement	A document issued by the Board of Directors to Shareholders soliciting the Shareholders to vote for a General Meeting.
(21) Register	The register of Shareholders, including any branch registers the Company may maintain, kept according to the Law.

(22) Registered Office	The Company's registered office.
(23) Secretary	The Company's corporate secretary.
(24) Securities Law	The [Israel] Securities Law - 1968 and any regulations and regulatory orders relating thereto, and any successor laws and regulations, as will be in effect from time to time.
(25) Share Capital	The Company's registered Share capital as authorized by its Memorandum of Association and these Articles.
(26) Shareholder	Any person or entity that is the owner, according to these Articles and the Law, of a Share.
(27) Shares	Proportional allocations to Shareholders of rights in the Company's Share Capital, whether Ordinary Shares or otherwise, according to these Articles and the Law.
(25) Special Majority	A majority of at least sixty-seven percent (67%) of all votes properly cast at a General Meeting, without taking into account abstentions.
(26) Treasury Shares	Shares that have been acquired, redeemed or otherwise received by the Company or a Company subsidiary and allocated by the Company to a reserve for future allocation or sale.
(27) Uncertificated Shares	Shares that are only recorded on a Register of Shareholders and are not represented by a Share certificate.
(28) Voting Instrument	A written form for Shareholders to use, according to these Articles and the Law, in voting at General Meetings.
(29) Writing	A handwriting, typewriting, facsimile, print, e-mail and any other legally recognized form of communication that can be read.

(b) In these Articles, unless the context otherwise requires, expressions defined in the Law will have the meanings so defined. In addition, words importing the singular will include the plural, and vice versa. Words importing the masculine gender will include the feminine, and words importing persons will include companies, partnerships, associations and all other legal entities. Days, months and years refer to the Gregorian calendar.

(c) In the event that an Article is revised or a new Article is added to these Articles, which contradicts an original Article, the revised or added Article(s) will take precedence.

(d) In any place in these Articles that specifies the provisions will apply according or subject to the provisions of the Law and/or any other law, the intention is to provisions of the Law and/or of any other law that are not elective, unless the context requires otherwise.

2. PUBLIC COMPANY

The Company is a public company as defined in the Law. Therefore:

(a) No limitations will apply to the transfer of its Shares.

(b) The number of Shareholders is unlimited.

(c) The Company may issue any form of its Shares or other securities to the public.

(d) Liability of the Shareholders is limited to the payment of the nominal (par) value of the unpaid issued Share Capital of the Company.

3. PERMISSIBLE OBJECTIVES

(a) The permissible objectives of the Company may include any objectives permitted by law.

(b) The Company may contribute, from time to time, reasonable sums to worthy causes even if the cause is not within the specific scope of the Company's business.

4. NAME AND REGISTERED OFFICE

(a) The name of the Company is Elbit Systems Ltd.

(b) The Registered Office will be at such place in Israel as the Board of Directors will from time to time select.

5. SHARE CAPITAL

(a) The Share Capital of the Company is NIS *80,000,000* (eighty million New Israeli Shekels) divided into *80,000,000* (eighty million) ordinary shares of NIS 1 nominal (par) value each.

(b) The Company may, by a resolution of a Special Majority of Shareholders at a General Meeting:

(1) increase the Share Capital, including by classes of Shares, as the General Meeting may determine; or

(2) annul Share Capital that has not yet been issued, provided that the Company has no undertaking, including a provisional undertaking, to allot such Shares.

(c) Subject to the provisions of the Law, the Company may, by a resolution of a majority of the Shareholders voting in a General Meeting without taking into account abstentions:

(1) consolidate all or part of the Shares and/or divide them into Shares of a greater par value than the par value of the existing Shares;

(2) split all or part of the Shares, by way of subdivision, into Shares of lesser par value than the par value of the existing Shares; or

(3) decrease the capital or any reserve fund from redemption of capital.

(d) In executing any resolution adopted according to Article 5(c) above, the Board may, at its discretion, resolve any related issues.

(e) Subject to any contrary decision in a General Meeting resolution authorizing an increase in Share Capital, any new Share Capital will be subject to the same provisions regarding payment of calls, liens, title, forfeiture, transfer and otherwise as apply to the original Share Capital. Such General Meeting resolution may also determine that the new Shares, or any part of them, will first be offered, at par value or at a premium, to all the existing Shareholders in proportion to the par value of their Shares or may determine other provisions with regard to the issuance and allotment of the new Shares. However, in the absence of such a determination in the General Meeting resolution, the Board may allot such Shares as provided in Article 6(a) below.

(f) If as a result of a consolidation or split of Shares authorized under these Articles, fractions of a Share will stand to the credit of any Shareholder, the Board is authorized at its discretion, to act as follows:

(1) determine that fractions of Shares that do not entitle their owners to a whole Share, will be sold by the Company and that the consideration for the sale be paid to the beneficiaries, on terms the Board may determine;

(2) allot to every Shareholder, who holds a fraction of a Share resulting from a consolidation and/or split, Shares of the class that existed prior to the consolidation and/or split, in a quantity that, when consolidated with the fraction, will constitute a whole Share, and such allotment will be considered valid immediately prior to the consolidation or split;

(3) determine the manner for paying the amounts to be paid for Shares allotted in accordance with Article 5(f)(2) above, including on account of bonus Shares; and/or

(4) determine that the owners of fractions of Shares will not be entitled to receive a whole Share in respect of a Share fraction or that they may receive a whole Share with a different par value than that of the fraction of a Share.

6. SHARE RIGHTS

(a) Subject to these Articles and to the terms of any General Meeting resolution creating new Shares, the allotment and issue of Shares will be as determined by the Board of Directors, who may allot and issue such Shares to persons on terms and conditions and at times as determined by the Board of Directors, including the allotment of bonus Shares.

(b) Each Ordinary Share will entitle its owner to receive notices of, to attend and to cast one vote at a General Meeting.

(c) The rights granted to Shareholders of any class of Shares issued with preferred or other rights will not, unless specifically provided by the terms of issue of the Shares of that class, be deemed to be changed by the creation or issue of other Shares of the same rank.

(d) Unless otherwise provided for by the terms of issuance of a particular class of Shares, the Company may create or change rights, preferences, restrictions and provisions related to one or more of the classes of Shares, after receipt of the consent in writing of all Shareholders of the affected class, or a resolution passed at a General Meeting of such class, approved by a Special Majority of the Shareholders of the affected class. These Articles will apply, as applicable, to every such separate General Meeting of a class.

(e) Treasury Shares will not carry voting or dividend rights while they remain in the Company's Treasury Share reserve. Conversion of Treasury Shares into Ordinary Shares or Ordinary Shares into Treasury Shares will be subject to approval of the Board of Directors and any applicable provisions of the Law.

(f) The rights applicable to any Shares, whether in the original Share Capital or any increased Share Capital, may be changed according to the terms of these Articles.

7. SHARE REGISTER AND SHARE CERTIFICATES

(a) The Company will maintain a Register of Shareholders according to the Law. The Company may maintain one or more branch registers of Shareholders, in Israel or another jurisdiction, which will be considered as part of the Register.

(b) No person will be recognized by the Company as holding any Share under a trust unless he is so registered in the Register according to applicable provisions of the Law.

(c) The Company will not be bound by or required to recognize, even when having notice, any right or interest in any Share other than rights or interests of the Shareholder duly registered in the Register or otherwise proven in accordance with these Articles and the Law.

(d) Every person whose name duly appears as a Shareholder in the Register or who otherwise establishes proof of ownership in accordance with these Articles and the Law, upon written request, will have the right without payment to receive, within two (2) months after allotment or registration of transfer (unless the conditions of allotment or transfer provide for a longer period), a stamped certificate for all the Shares registered in his name. The certificate will specify the number of Shares for which it is issued. However, in case of joint Shareholders the Company will not be required to issue more than one certificate to

all the joint Shareholders. Delivery of a certificate to any of the joint Shareholders will be sufficient delivery to all. Every certificate will be signed by a Director and countersigned by the Secretary or some other person nominated by the Board of Directors for that purpose. The Company may withhold the issue of Share certificates for Shares not fully paid up. In the case of Uncertificated Shares, within a reasonable time after the issuance or transfer of Uncertificated Shares, the Company or its agent shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on a Share certificate, including restrictions or limitations on the transfer, registering or voting of such Shares.

(e) If any Share certificate, or written evidence of ownership of Uncertificated Shares, as applicable, will be defaced, worn out, destroyed or lost, it may be renewed following production of any evidence, provision of any indemnity and payment of any of the Company's out of pocket expenses as the Board of Directors will require. In case of defacement or wearing out, renewal will require delivery of the old certificate or written evidence of ownership of Uncertificated Shares, as applicable.

(f) The Company may destroy Share certificates or written evidence of ownership of Uncertificated Shares, as applicable, which have been canceled if at least seven (7) years have passed from the cancellation date. The Company may also destroy Share transfer forms or certificates or written evidence of ownership of Uncertified Shares if at least seven (7) years have passed from the Share transfer date.

8. SHARE WARRANTS, OPTIONS AND DEBENTURES

The Company may issue from time to time Share warrants, options on Shares, debentures and similar forms of securities. The price, terms and conditions of any such securities will be determined by the Board of Directors.

9. LIEN ON SHARES

(a) The Company will have a lien on every Share for all moneys, whether currently payable or not, called or payable in respect of that Share. However, the Board of Directors may at any time declare any Share to be wholly or partly exempt from the provisions of this Article. The Company's lien, if any, on a Share will extend to all dividends payable on that Share.

(b) The Company may sell any Shares on which it has a lien at such time and manner as will be determined by the Board of Directors. However, if some sum on which there is a lien is currently payable, no sale will be made until fourteen (14) days after sending a notice in writing to the registered Shareholders, demanding payment of such sum and giving notice of the Company's intention to sell in default. To give effect to any such sale, the Board of Directors may authorize transfer of the Shares sold to the purchaser who will be registered as the holder of the Shares. The Company will receive the net proceeds of the sale which will be applied in payment of the sum then payable on the lien. The balance of the sale proceeds, if any, will be paid to the person holding the Shares immediately before the sale, subject to any lien for sums that were not currently payable for the Shares before the sale.

10. REDEEMABLE SHARES AND WARRANTS

Subject to the applicable provisions of the Law, the Company may issue and redeem redeemable preference Shares and redeemable warrants.

11. CALLS ON SHARES; FORFEIT OF SHARES

(a) The Board of Directors may, in its discretion, from time to time authorize the amount and manner of the consideration to be given to the Company for Shares. The Board may also make calls on Shareholders for any moneys unpaid on their Shares. Each Shareholder will be liable to pay the amount of every call so made on him to the persons and at the times, places and installments specified by the Board. A call may be revoked or postponed as the Board may determine.

(b) A call will be considered to have been made at the time the Board of Directors approves the resolution authorizing such call.

(c) The joint Shareholders of a Share will be jointly and severally liable for the payment of all calls and related installments.

(d) The Board of Directors may, at its discretion, authorize receipt of advances from any Shareholder relating to future calls on Shares. The Board may authorize interest to be paid as may be agreed with the advancing Shareholder.

(e) Any sum that, by the terms of a Share, is payable on the Share's allotment or at any fixed date, will be considered to be a call duly made and payable on the date fixed for payment. In case of non-payment of such sum, the relevant provisions of these Articles will apply as if such sum were a call duly made and notified according to these Articles.

(f) The Board of Directors may, on the issue of Shares, differentiate between the Shareholders as to the amount of calls to be paid and the times of payment.

(g) If any Shareholder fails to pay all or part of any call or installment of a call on or before the day appointed for such payment, the Board of Directors may serve a notice on such Shareholder. The notice will require payment of the amount remaining unpaid together with interest, at such rate as the Board will determine, and any expenses that may have accrued by reason of such non-payment. The notice will name a date, not less than fourteen (14) days from the date of the notice, on or before which such call or installment, and all interest and expenses that have accrued by reason of such nonpayment are to be paid. It will also name the place where payment is to be made, and will state that in the event of non-payment on or before the time and at the place appointed, the Shares for which such call was made will be liable to be forfeited. If the requirements of any such notice are not met, any Share for which such notice has been given may, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. A forfeiture of Shares will include all dividends applicable to the Shares not actually paid before the forfeiture, even if the dividend has been declared.

(h) When any Shares have been forfeited in accordance with these Articles, notice of the forfeiture will be promptly given to the Shareholder or to the person entitled to the Shares by transmission, as the case may be. An entry of such notice having been given and of the

date of the forfeiture of the applicable Shares will be made in the Register. However, a forfeiture will not be invalid due to not giving such notice or making such entry in the Register.

(i) Following a forfeiture, the Board of Directors may, at any time before the forfeited Share has been otherwise disposed of, revoke the forfeiture on terms determined by the Board.

(j) Every forfeited Share may be sold or reallotted or otherwise disposed of, to any other person, on such terms as the Board of Directors may determine. Any forfeited Share held by the Company will be considered as a Treasury Share.

(k) A person whose Shares have been forfeited will remain liable to pay to the Company all calls made and not paid on such Shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the Shares had not been forfeited. He will also remain liable to satisfy any claims and demands which the Company might have enforced regarding the Shares at the time of forfeiture, without any deduction or allowance for the value of the Shares at the time of forfeiture.
However, if the Company chooses to sell the forfeited Shares then the net consideration accepted by the Company for such Shares will be deducted from the amount the person whose Shares have been forfeited is liable to pay the Company.

(l) The forfeiture of a Share will cause the extinction at the time of forfeiture all claims and demands against the Company regarding the Share, and all other rights and liabilities relating to the Share as between the forfeiting Shareholder and the Company, except as provided by law.

(m) A written declaration, that the declarant is a Director and that a Share has been duly forfeited according to these Articles and stating the date of forfeiture, will be conclusive evidence of the facts stated in the declaration against any persons claiming to be entitled to the forfeited Shares. Such declaration, together with the Company's receipt for the consideration, if any, given for the forfeited Shares on their sale or disposition, and a duly signed Share certificate, or in the case of Uncertificated Shares, proper written transfer or forfeit instructions, delivered to the purchaser will constitute good title to the Shares. Such purchaser will be registered as the holder of the Shares.

12. TRANSFER OF SHARES

(a) Subject to the restrictions in these Articles, Shares will be transferable. Every transfer must be in writing in any usual or common form, or in such other form as the Board of Directors may from time to time approve. The written form of transfer will be delivered to the Registered Office, accompanied by a true copy of the certificate of the Shares, or written evidence of ownership of the Uncertificated Shares, as applicable, to be transferred, and any other evidence as the Board may require to prove the title of an intending transferor.

(b) The written form of transfer of a Share will be executed both by the transferor and the transferee. The transferor will be considered to remain the Shareholder until the name of the transferee is entered in the Register for the applicable Shares.

(c) The Board of Directors may decline to register any transfer of Shares, which have not been

fully paid up.

(d) The Board of Directors may determine a fee to be charged for registration of a transfer.

(e) The registration of transfers may be suspended at such times and for such periods as the Board of Directors may determine, not to exceed thirty (30) days in any calendar year.

13. TRANSMISSION OF SHARES ON DEATH, BANKRUPTCY OR DISSOLUTION

(a) In the case of death, bankruptcy or dissolution of a Shareholder, that Shareholder's rightful successor in interest will be entitled to the Shareholder's Shares by transmission as provided in this Article.

(b) If a deceased Shareholder was a joint Shareholder, his surviving joint Shareholder will be the successor in interest. If a deceased Shareholder was a sole Shareholder, or has no surviving joint Shareholders, the executors or administrators of the deceased, or in their absence the legally declared heirs, will be recognized by the Company as the successor in interest to the Shares. If the Shareholder was a legal entity declared bankrupt or otherwise declared dissolved, then its legally recognized successor in interest will be recognized by the Company as receiving title to the applicable Shares.

(c) Nothing in these provisions will release the estate of a deceased Shareholder from any liability for any Shares held by the deceased Shareholder.

(d) Any person becoming entitled to a Share in consequence of a Shareholder's death, bankruptcy or dissolution may, upon producing such evidence of title as the Board of Directors will require, be registered himself as a holder of the Share, or subject to provisions regarding transfers of Shares, transfer the same to some other person.

(e) A person entitled to a Share by transmission will be entitled to receive, and may give a release for, any dividends or other moneys payable for the Share. However, he will not have the right to receive notices of, or to attend or vote at General Meetings or, except as provided above, to exercise any of the rights or privileges of a Shareholder unless and until he becomes a Shareholder of the applicable Shares.

14. REGISTRATION OF COMPANY SECURITIES FOR TRADING ON SECURITIES EXCHANGES

The Board of Directors may authorize Shares or any other duly authorized Company securities to be registered for trading on securities exchanges in Israel and/or in other jurisdictions.

15. BORROWING POWERS

The Board of Directors may, from time to time, at its discretion, determine a framework of credit or a specific sum the Company may raise or borrow or secure the payment of such credit or sum for Company purposes. The Board may authorize securing the

repayment of such sum in such manner and terms as it may decide. This may include the issue of debentures or similar instruments of the Company secured by all or any part of the present and future property of the Company, including its then existing uncalled Share Capital.

16. DIVIDENDS AND RESERVES

(a) The Board of Directors may approve dividends to be paid from time to time to the Shareholders according to the Shareholders' respective rights and may fix the record date and time for payment. The dividend will be reported to the next Annual Meeting.

(b) Subject to any preferential or limited rights to receive dividends, all dividends will be declared and paid according to the amounts paid or credited as paid on the applicable Shares. All dividends will be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares. However, a Share may be issued on terms providing that it will qualify for dividends only from a particular date.

(c) No dividend will be paid other than out of surplus earnings as permitted by the applicable provisions of the Law relating to capital preservation and allocation. However, the Company may request a court to allow it to pay dividends under other terms permitted by the Law.

(d) Dividends will be paid to Shareholders recognized by the Company in accordance with Article 7(c) above, at the time the dividend is declared, as the Shareholders for the Shares for which the dividend has been declared.

(e) Notice of the declaration of any dividend, whether interim or otherwise, will be given to the entitled Shareholders in the manner described in these Articles for notices to Shareholders.

(f) Unless otherwise directed by the Board of Directors, any dividend may be paid by check, warrant or bank transfer to the registered address of the person entitled, or in case of joint Shareholders to the one of them first named in the Register regarding the joint holding. The receipt of the person whose name on the date of the dividend declaration appears on the Register as the owner of any Share, or in the case of joint Shareholders, of anyone of such joint Shareholders, will be a good discharge to the Company of all payments made for such Share. All dividends unclaimed for up to seven (7) years after having been declared may be invested or otherwise used as directed by the Board for the benefit of the Company until claimed. After such time the Company will have no obligation to pay the unclaimed dividend. No unclaimed dividend or interest will bear interest against the Company.

(g) The Board of Directors may deduct from any dividend payable to any Shareholder all sums of money, if any, then payable by him to the Company on account of calls or otherwise in relation to the Company Shares.

17. CAPITALIZATION OF RESERVES

(a) The Board of Directors may, from time to time, direct the setting aside out of the profits of the Company and the allocation to reserves of such sums as the Board may decide. All sums allocated to any such reserve will, at the discretion of the Board, be applicable for:

(1) meeting contingencies;

(2) the liquidation of any debt or liability of the Company;

(3) maintaining any properties of the Company;

(4) meeting losses on realization of, or writing down, investments (either individually or in the aggregate);

(5) equalizing or paying dividends or bonus Shares; or

(6) any other purpose to which Company profits may be properly applied.

(b) All sums allocated to a reserve may, pending any other applications authorized by these Articles, be invested together with any other Company funds in the ordinary course of business and without it being necessary to distinguish between the investments of the reserves and investments of the other moneys of the Company or between investments of reserves of different types.

(c) The Board of Directors may direct establishment of a capital reserve account and apply such account in any manner authorized by these Articles or by law.

(d) Subject to any legal requirements, the General Meeting may at any time pass a resolution that any sum be capitalized, provided that it is:

(1) not required for the payment or provision of any fixed preferential dividend;

(2) not then allocated to any reserve fund or reserve account of the Company, including premiums received on the issue of any Shares, debentures or similar Company securities; and

(3) undivided net profit held by the Company.

(e) If a resolution as provided in Article 17(d) above is passed, the resolution will also provide that such sum be available for distribution and be appropriated as capital to the Shareholders in the proportion in which they would have been entitled to receive dividends and in such manner as the resolution may direct.

(f) In accordance with the specific resolution adopted according to Articles 17 (d) and (e) above, the Board of Directors will apply such sum in paying up in full any unissued Shares in the Share Capital of the Company on behalf of the Shareholders. The Board will direct appropriation of such Shares and then distribution credited as fully paid up proportionally

among such Shareholders in satisfaction of their Shares and interests in the capitalized sum. Alternatively, the Board will direct application of all or part of such sum on behalf of such Shareholders in paying up all or part of any uncalled balance that will then be unpaid regarding any issued Shares held by such Shareholders, or otherwise deal with such sum as directed by such resolution. Where difficulty arises in connection with any such distribution, the Board may resolve the matter as it sees fit.

18. CONVENING OF GENERAL MEETINGS

(a) General Meetings will be held at least once in every calendar year at the time and place, and with an agenda, as may be determined by the Board of Directors. Shareholders representing at least one percent (1 %) of the Company's voting power may request the Chairman of the Board to add appropriate items to a General Meeting agenda. Each such annual General Meeting will be called an "Annual Meeting", and any other Shareholders' meeting will be called an "Extraordinary Meeting".

(b) Each Annual Meeting will take place no later than fifteen (15) months after the previous Annual Meeting, but no later than the end of the applicable calendar year. The Board may convene an Extraordinary Meeting whenever it finds it necessary.

(c) The Board of Directors will convene an Extraordinary Meeting on receipt of a written request from any of:

(1) two (2) Directors or twenty-five percent (25%) of the total number of, Directors;

(2) one (1) or more Shareholders, holding at least five percent (5%) of the issued Share Capital and at least one percent (1%) of the Shareholders' voting power; or

(3) one (1) or more Shareholders holding no less then five percent (5%) of the Company's issued voting Shares.

(d) An Extraordinary Meeting requested under Article 18(c) above will be convened within fifty-six (56) days of submission of the Board's receipt of a proper written request to convene an Extraordinary Meeting. If the Board of Directors fails to convene such meeting within such time, then, the required Extraordinary Meeting may be convened, in the same manner as for other Extraordinary Meetings, by any of the Directors and/or by Shareholders (representing at least one-half of such Shareholders' voting rights), who requested the convening; provided it is convened no later than three (3) months after submission of the written request to the Board.

(e) The Board of Directors will establish a record date in accordance with the requirements of the Law for Shareholders entitled to receive notice of and vote at a General Meeting.

(f) A written notice of the convening of a General Meeting will be given, as required by the Law, at least twenty-one (21) days in advance. The notice will specify the place, date and time of the Meeting as well as other requirements specified in the Law. The place of the meeting will be in Israel. The date of any Extraordinary Meeting convened under Article

18(c) above will be not later than thirty-five (35) days after the date of the notice.

19. PROCEEDINGS AT GENERAL MEETINGS

(a) No business will be transacted at any General Meeting unless a quorum is present. The quorum at any General Meeting, except an Extraordinary Meeting convened in accordance with Article 18(c) above, will be at least two (2) Shareholders present in person, by Proxy or by a Voting Instrument and holding or representing between them at least one-third (1/3) of the issued voting Shares.

(b) If within one-half (1/2) hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting will be adjourned to the same day, time and place in the next week, or to such other day, time and place as will be determined by the Board of Directors by notice to the Shareholders. If at such adjourned meeting a quorum is not present within one-half (1/2) hour from the time appointed for holding the adjourned meeting, then two (2) Shareholders representing at least ten percent (10%) of the Shareholders' voting power, present in person, by Proxy or by a Voting Instrument will be a quorum.

(c) If the General Meeting adjourned is an Extraordinary Meeting convened in accordance to Article 18(c) above, then no business will be transacted at such adjourned Extraordinary Meeting unless a quorum is present comprised of:

(1) one (1) or more Shareholders holding no less then five percent (5%) of the issued Share Capital and one percent (1%) of the voting power of the Company; or

(2) one (1) or more Shareholders holding no less then five percent (5%) of the issued voting Shares.

(d) Except as provided in these Articles and the Law, all business transacted at a General Meeting will be decided by a resolution adopted by a simple majority of the votes cast at the General Meeting, not taking into account abstentions.

(e) The Chairman of the Board of Directors, will preside at any General Meeting, but if there will be no such Chairman, or if at any General Meeting he will not be present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the Shareholders present will choose any Director to act as chairman of the meeting. If no Director is present, or if all the Directors present decline to take the chair, the Shareholders present will choose a Shareholder present to be chairman of the meeting.

(f) The Chairman may, with the consent of any General Meeting at which a quorum is present, (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place. Whenever a General Meeting is adjourned for twenty-one (21) days or more, notice of the adjourned General Meeting will be given in the same manner as for the original General Meeting. No Shareholder will have the right to any other notice of an adjournment or of the business to be transacted at any adjourned General Meeting other than the business which might have been transacted at the original General Meeting which was adjourned.

20. VOTING AT GENERAL MEETINGS; VOTING INSTRUMENTS

(a) Subject to the applicable record date and any rights or restrictions then existing for a particular class of Shares, each Shareholder will have the right to vote who is present at a General Meeting either personally, by a Voting Instrument in such cases as required or permitted under the Law for voting by Voting Instrument, or by Proxy. A Shareholder may vote in respect of only part of his Shares, and he may vote in different ways in respect to portions of his Shares.

(b) The vote may be by show of hands, by secret ballot, by Voting Instrument or by any other manner authorized by the Board of Directors consistent with the Law. A Shareholder will have one (1) vote for each Share held by him. However, unless otherwise determined by the Board, no Shareholder will be permitted to vote at a General Meeting or to appoint a Proxy to so vote unless he has paid all calls for payment and all moneys due to the Company from him with respect to his Shares.

(c) A Proxy present at a General Meeting will have the same rights as a Shareholder with respect to voting at a General Meeting. A Proxy need not to be a Shareholder.

(d) The vote of the senior of any joint Shareholders, whether in person, by Voting Instrument or by Proxy, will be accepted to the exclusion of the votes of other joint Shareholders. For the purpose of these Articles, seniority will be determined by the order in which the names appear in the Register.

(e) An objection to a Shareholder's or a Proxy's right to vote in a General Meeting must be raised at the applicable meeting or adjourned meeting where that person was supposed to vote. The chairman of the meeting will decide whether to accept or reject any objection raised at the proper time regarding the vote of a Shareholder or Proxy, and the chairman's decision will be final. Every vote not disqualified as provided above will be valid for all matters at the General Meeting.

(f) A Shareholder that is a corporation or other form of legal entity will have the right to appoint a person to be its representative at any General Meeting. Such appointment. must be authorized in writing by the Board of Directors, president or general manager or similar body of such entity. The representative so appointed will have the right to exercise on behalf of the entity he represents all the powers that the entity itself might perform in connection with the General Meeting.

(g) A Shareholder who has been declared legally incompetent or has otherwise had a legally appointed guardian, may, following a proof of appointment of a legal guardian or similar representative, vote at a General Meeting through such guardian or representative, whether in person, by Voting Instrument or by Proxy.

(h) A vote by Proxy or a Voting Instrument will be considered valid even if there has been the death or declaration of incompetence of the appointee/signatory or the cancellation of the Proxy appointment or Voting Instrument or expiration of a Proxy appointment or Voting Instrument in accordance with any law, or the transfer of the Shares for which the Proxy appointment or Voting Instrument was given, unless the Company receives at the Registered Office, prior to a General Meeting, a written notice as specified below. For a Voting Instrument or Proxy appointment that has been provided to the Company for a

specific General Meeting to be considered invalid, a written notice of cancellation of a Voting Instrument or Proxy appointment must be duly signed by the applicable Shareholder specifying the applicable Shares, the name of the Shareholder, legal representative or successor in interest and nature of the event invalidating the Proxy appointment or Voting Instrument. In the event of voting by a secret ballot or by Voting Instrument, a notice canceling the appointment of a Proxy will be valid it if is signed by the appointee/signatory and received at the Registered Office no later than one (1) hour before beginning the vote.

(i) A Shareholder will have the right, where permitted or required by provisions of the Law relating to Voting Instruments, to vote by a Voting Instrument as an alternative to voting in person or by Proxy. In all applicable cases, the Voting Instrument will be sent to Shareholders before the applicable General Meeting no later then the time required in the Law.

(j) A Shareholder has the right to vote by a separate Proxy with respect to each Share held by him, provided that each Proxy will have a separate letter of appointment containing the serial number of the Shares for which the Proxy is entitled to vote. If a specific Share is included in more than one (1) letter of appointment, then no Proxy will have the right to vote such Share.

(k) An instrument appointing a Proxy which is not limited in time will expire twelve (12) months after the date of its execution. If the appointment is for a limited period, even if more than twelve (12) months, the instrument will be considered valid for the period specified in the instrument.

(l) A Voting Instrument, letter of appointment of a Proxy, power of attorney or other instrument relating to voting at a General Meeting must be in writing. The form of the Voting Instrument or the form of appointing a Proxy will be in any appropriate form as may be determined by the Board of Directors. The signature of the appointor or voting Shareholder will be confirmed by a lawyer, notary, bank or in any other manner acceptable to the Board. The original or a copy of such confirmed instrument will be delivered to the Registered Office, or at such other place in Israel or abroad as the Board may direct from time to time, at least twenty-four (24) hours before the time appointed for the applicable original or adjourned General Meeting. Otherwise, that person will not be entitled to vote that Share through the instrument.

21. PROXY STATEMENTS

(a) Subject to the applicable provisions of the Law, the Board of Directors, and in the case of a General Meeting in accordance with Article 18(c) above those Directors and Shareholders entitled to convene such meeting, may solicit the Shareholders by a written Proxy Statement in order to persuade the Shareholders regarding their vote in a General Meeting. The Proxy Statement will be distributed by the Company, at its own expense together, with the Voting Instrument, if any, relating to that General Meeting.

(b) The persons authorized to distribute Proxy Statements under Article 21(a) above may send additional Proxy Statements, similarly distributed, in response to any other solicitations forwarded to the Shareholders in connection with a General Meeting.

22. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

(a) The Board of Directors will determine the policies of the Company and oversee the performance of the duties of the President. The duties of the Board will include, among others, any mandatory Board responsibilities specified in the Law. The Board will have all residual powers not granted under these Articles or by law to any other Company body.

(b) The General Meeting may assume powers granted under these Articles or by Law to the Board of Directors. However, any decision to assume such powers must specify the matters and time period (which shall not be longer than the period required under the circumstances) for which such powers are assumed.

(c) The number of Directors comprising the Board will be at least five (5) and not more than seventeen (17). Until otherwise determined by the Board or at a General Meeting, the number of Directors will be nine (9). The Board will include at least two (2) External Directors in accordance with the requirements of the Law. A Director need not to be a Shareholder. The President may serve as a Director in accordance with Article 27(c) below.

(d) The compensation to the Directors will be approved at a General Meeting. The Directors will be entitled to be reimbursed for reasonable expenses incurred by them in carrying out Company business.

(e) No Director, other than an External Director, will be disqualified due to holding any office in the Company or any affiliated entity of the Company other than the office of Internal Auditor or Independent Certified Accountant. A Director may also contract with the Company or an affiliated entity of the Company either as vendor, purchaser or otherwise, whether on his own behalf or as a director or representative of another entity. No such holding of office by a Director or such contract entered into by or on behalf of the Company in which a Director will be in any way interested will be voided, nor will any Director be liable to account to the Company for any profit arising from any such office, or contract by reason only of such Director holding that office or of the fiduciary relations so established.

(f) A Director, other than an External Director, need not be a resident of the State of Israel.

23. ELECTION, APPOINTMENT AND REMOVAL OF DIRECTORS

(a) Directors (except for External Directors who will be elected in accordance with Article 24 blow) will be elected annually by the Shareholders at the Annual Meeting. Directors will hold office until the conclusion of the next Annual Meeting or until their earlier removal or resignation. However, if no Directors are elected at an Annual Meeting, then the persons who served as Directors immediately prior to the Annual Meeting will continue to serve as Directors unless otherwise determined by the Annual Meeting or by the Board. Except as provided in Article 24 below regarding External Directors, Directors will be eligible for re-election.

(b) A person nominated by the Board of Directors may be elected at the Annual Meeting or a General Meeting to the office of Director. However, a Shareholder entitled to vote at that Annual Meeting or General Meeting may nominate a candidate for Director by submitting

a written notice to the Company at the Registered Office, no later than seven (7) days after the date notice is given of the meeting, signed by the Shareholder of his intention to propose at that meeting a candidate for Director to which is attached the written consent and resume of such nominee.

(c) The Chairman of the Board of Directors will be appointed by the Board of Directors. Such Director will serve as Chairman of the Board of Directors until he ceases to hold the office of Director or until he is replaced by the Board of Directors.

(d) The Board of Directors will have the power to appoint additional Directors, if the current number of Directors is less than nine (9) or other maximum number approved at a General Meeting or by the Board. Any Director so appointed will hold office until the conclusion of the next Annual Meeting, unless he is removed or resigns earlier. A Director will state the reasons for his resignation.

(e) If the number of Directors is reduced below nine (9) or any other number that may be determined by the Board or a General Meeting, and until additional Directors are elected or appointed so that the number of Directors is nine (9) or such other number so determined by the Board or a General Meeting, the Board may continue to act.

(f) Subject to the terms of any applicable agreement, a Director will be removed if he:

(1) becomes bankrupt or enters into similar status;

(2) becomes deceased or is declared legally incompetent;

(3) resigns his office by notice in writing given to the Company; or

(4) is removed by a resolution of a General Meeting.

(5) Is no longer qualified to serve as a Director due to other reasons specified in the Law.

(g) A Director may appoint a substitute director in his place. A substitute Director must be qualified under the Law to serve as a substitute Director, and if his appointment is for more than one meeting it will be subject to the approval of the Board. Such person may not act as a substitute Director for more than one (1) Director at the same time. The same rules, including compensation, will apply to a substitute Director as to the Director who appointed him, and the substitute Director may participate in Board and Board committee meetings in the same manner as the Director who appointed him. Subject to the Law, a Director who has appointed a substitute Director may revoke the appointment at any time. In addition, the office of a substitute Director will be vacated at any time that the office of the Director who appointed the substitute is vacated for any reason. Any appointment or revocation of the appointment of a substitute Director will be made by notice in writing to the substitute Director and the Company. The appointment or revocation, as the case may be, will become effective on the later of the date of receipt of the above notice or the date fixed in the notice.

24. EXTERNAL DIRECTORS

(a) The Board of Directors will include at least two (2) External Directors complying with the qualifications described in the Law.

(b) An External Directors will be appointed by a majority vote at a General Meeting, provided that:

(1) The majority vote at the General Meeting will include a majority of the total number of the votes of the Shareholders who are not controlling Shareholders and who do not have a Personal Interest in the approval of the appointment (other than Personal Interest which is not the result of an affiliation of such shareholder with the controlling Shareholder) voting at the meeting. For the purposes of this Article, abstentions will not be taken into consideration in counting the total number of the aforesaid Shareholders; and

(2) The total number of the votes against the resolution appointing an External Director from among the shareholder referred to in paragraph (1) above, is not more than two percent (2%) of the overall voting rights in the Company.

(c) The compensation and indemnification of expenses of External Directors will be in accordance with the applicable provisions of the Law.

(d) An External Director will be appointed for a period of three (3) years and his office may be extended by a resolution of the General Meeting in accordance with the applicable provisions of the Law, for two additional periods of three (3) years each, and thereafter for additional periods of up to three (3) years each or such other period as may be permitted by and in accordance with the requirements of the Law. An External Director may be removed from his office only in accordance with the applicable provisions of the Law.

25. BOARD OF DIRECTORS MEETINGS

(a) The Board of Directors may meet, adjourn and otherwise regulate its meetings as it sees fit. However, the Board will meet at least once every three (3) months. Unless otherwise determined by the Board, the quorum for a Board meeting will be not less than half (1/2) of the then number of Directors.

(b) Questions arising at any Directors' meeting will be decided by a majority of votes cast at the meeting. In cases of an equality of votes the Chairman of the Board will not have a second or casting vote.

(c) Each Director will receive reasonable prior notice of a Board meeting. Such notice may be given by any means of communication as determined by the Secretary, including, among others, telephone or e-mail. Such notice will include the time and location of the meeting and a reasonable description of the meeting's agenda.

(d) At the request of a Director, the Secretary will at any time summon a meeting of the Board. Reasonable advance notice of the time, place and agenda of each Board meeting will be given to each Director. In urgent circumstances, a majority of the Directors may waive

such notice requirement.

(e) Directors may participate in a Board meeting or a Board committee meeting by means of a telephone conference or other communications media, provided that all participating Directors can hear each other simultaneously. Participation by such means will be considered as presence in person at a meeting.

(f) All acts done bona fide by any meeting of the Board or of a committee of the Board or by any person acting as a Director will be valid, even if it is later discovered that there was some defect in the appointment of any Director, or that any Director was disqualified.

(g) The Board of Directors will cause proper minutes to be made of all General Meetings and of the proceedings of all meetings of Board of Directors and Board committee meetings. Such minutes purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, will be considered conclusive evidence of the facts stated in the minutes.

26. COMMITTEES OF THE BOARD OF DIRECTORS

(a) Subject to the applicable provisions of the Law regarding matters that the Board may not delegate to a committee, the Board of Directors may delegate any of its powers to committees consisting of at least three (3) Directors, including at least one (1) External Director. Any committee so formed will in the exercise of its powers conform to any directions given to it by the Board.

(b) The Board of Directors may appoint a chairman for any committee, subject, if applicable, to qualification requirements of the Law. If no chairman is appointed by the Board of Directors for a particular committee, then such a committee may elect a chairman. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the committee members present may choose a committee member to be chairman of the meeting. Unless otherwise specifically directed by the Board of Directors or otherwise provided by the Law, the meetings and proceedings of any committee will be governed as applicable by the provisions in these Articles for regulating the meetings and proceedings of the Board.

(c) A committee may meet and adjourn as its members may determine. Questions arising at any meeting will be determined by a majority of votes of the members present. In case of an equality of votes, the chairman of a committee will not have a second or casting vote.

(d) The Board of Directors will appoint an Audit Committee composed of at least three (3) Directors qualified under the Law and under all other applicable laws, regulations and rules to serve on the Audit Committee including all External Directors. The Audit Committee will act under a charter issued by the Board and according to the requirements of the Law and all other applicable laws, regulations and rules.

(e) The Board of Directors will appoint any additional committees if required under the Law and subject to the applicable requirements of the Law.

(f) A resolution in writing signed by the Chairman of the Board and the Secretary will serve as evidence of a resolution passed at a duly convened meeting of the Board of Directors.

27. PRESIDENT

(a) Subject to these Articles and the Law, the Board of Directors will from time to time appoint a President for such period, on such terms and with such powers as the Board may determine. The compensation of the President may be by salary or any other consideration as determined by the Board.

(b) A President will be subject to the provisions of any contract between him and the Company, the terms of which will be approved by the Audit Committee (or by the Compensation Committee of the Board, subject to qualification requirements as applicable under the provisions of the Law) and by the Board of Directors.

(c) The President may hold, while he is President, the office of a Director, if he is elected or appointed in accordance with the provisions of these Articles. If so elected the President is subject to the same provisions regarding resignation, removal and compensation as the other Directors. In regard to his position as President, the President will be appointed as provided in Article 27(a) above and may be removed by the Board of Directors. If he ceases to hold the office of President for any reason and at that time he serves as a Director, he will immediately cease to be a Director, unless otherwise determined by the Board of Directors. In any case, if the President does not serve as a Director, he will be entitled to attend any Board meeting.

(d) Subject to the supervision of the Board of Directors, the President may exercise all managerial and executive powers of the Company and do on behalf of the Company all acts as may be exercised and done by the Company and that are not by the Law or by these Articles required to be exercised or done by other Company bodies. No resolution made by a General Meeting will invalidate any prior act of the President that would have been valid if such resolution had not been made.

(e) Subject to applicable provisions of the Law and the specific or general approval of the Board, the President may delegate any of his powers to another person.

(f) The Board of Directors may assume powers granted under these Articles or by law to the President, provided that such decision to assume power specifies the matters and time period (which shall not be longer than the period required under the circumstances) for which such powers are assumed.

28. SECRETARY

The Board of Directors may appoint a Secretary of the Company on any terms the Board may determine, subject to the Law. The Board may also from time to time appoint an acting Secretary, who will be considered as the Secretary during the term of his appointment.

29. SIGNATURE AUTHORITY

The Company's signature authority will be in accordance with a signature authority procedure approved by the Board of Directors. The Board may also, from time to time, appoint any individual to sign on behalf of the Company for a particular matter. All checks,

bank transfers, negotiable instruments and similar documents will be signed in accordance with the Company's signature authority procedure.

30. ACCOUNTS

(a) The Board of Directors will cause the Company's books of accounts to be kept in accordance with legal requirements. The books of account will be kept at the Registered Office and will be open to the inspection of the Board of Directors and, as required by the Law, of the Shareholders.

(b) The Company will issue financial statements as required by the Law and other applicable laws. The issued financial statements will be available for inspection by the Board of Directors and Shareholders at the Registered Office during regular office hours.

31. INDEPENDENT CERTIFIED ACCOUNTANTS

(a) The Company will appoint Independent Certified Accountants at a General Meeting. The Independent Certified Accountants will hold office until the end of the next Annual Meeting. However, the Shareholders at a General Meeting may remove the Independent Certified Accountants or extend the term of appointment for up to three (3) years.

(b) The fee of the Independent Certified Accountants for audit and non-audit services will be set and approved by the Board of Directors after receipt of the recommendations of the Audit Committee or the Financial Statements Review Committee to be determined by the Board of Directors), to be provided to the Board within a reasonable time before the Board's approval and reported to the next Annual Meeting.

32. INTERNAL AUDITOR

(a) The Board of Directors, upon the recommendation of the Audit Committee, will appoint an Internal Auditor for the Company. Within the organizational structure of the Company the Internal Auditor will report to the President. The Internal Auditor may only be removed or replaced in accordance with the applicable provisions of the Law.

(b) The Internal Auditor will submit a yearly audit plan for the approval of the Audit Committee. The Internal Auditor will also submit a yearly account of his findings to the Chairman of the Board of Directors, the President and the chairman of the Audit Committee.

33. NOTICES

(a) A notice to a Shareholder may be served as a general notice to all Shareholders, by publication in a daily Hebrew newspaper appearing in Israel. The date of such newspaper publication will be considered as the date of service on all the Shareholders. The Board of Directors may also decide that notice be served on each Shareholder individually to his registered address by hand, by mail or by any other form of media or transmission permitted by law, to the registered address of each Shareholder, provided that such delivery

and date thereof can be reasonably verified and recorded. A notice served on a Shareholder by mail will be considered as duly served the day after it was placed in the mail.

(b) A notice to joint Shareholders may be given by the Company only to the Shareholder named first in the Register for the applicable Shares.

(c) The Board of Directors may authorize other methods of notice to Shareholders that are consistent with the Law.

(d) Notices of General Meetings will contain the information required by the Law.

34. INSURANCE, INDEMNITY AND EXEMPTION

(a) Subject to the provisions of the Law, the Company may exempt in advance or retroactively, any Director or Company officer from any liability to the Company attributed to damage or loss caused by breach of the Director's or officer's duty of care owed to the Company.

(b) Subject to the provisions of the Law, the Company may procure directors' and officers' liability insurance in respect of liability or payment, imposed on a Director or Company's officer as a result of an act carried out by him in his capacity as a Director or Company officer, with respect to each of the following:

(1) breach of duty of care by any Director or Company officer owed to the Company or any other person;

(2) breach of fiduciary duty by any Director or Company officer owed to the Company, provided that such Director or Company officer acted in good faith and had a reasonable basis to assume that the action would not harm the interests of the Company; or

(3) a financial obligation imposed on a Director or Company officer in favor of another person; or

(4) a payment which a Director or Company officer is obligated to pay to an injured party as set forth in section 52(54)(A)(1)(A) of the Securities Law; or

(5) expenses incurred by a Director or a Company officer in connection with an Administrative Proceeding, including reasonable legal expenses, which term includes lawyer's fees; or

(6) any other event for which director or officer liability insurance is or may be permitted.

(c) Subject to the provisions of the Law, the Company may undertake in advance or retroactively to indemnify a Director or Company officer in respect of a liability, payment or expense as detailed in Article 34(d) below, imposed on him or incurred by him as a result of an act carried out in his capacity as a Director or Company officer.

(d) An indemnity, as provided in Article 34(c) above, may be issued in respect of a liability, payment or expense as follows:

(1) a monetary liability imposed on the Director or Company officer or paid by him in favor of a third party under a judgment, including a judgment by way of compromise or a judgment of an arbitrator approved by a court; provided, however, that in case such undertaking is granted in advance it will be limited to events which, in the Board's opinion, are foreseeable in light of the Company's actual activities at the time of granting the obligation to indemnify, and to a sum or criteria as the Board deems reasonable under the circumstances, and the undertaking to indemnify will specify the aforementioned events and sum or criteria;

(2) a payment imposed on a Director or a Company officer in favor of an injured party as set forth in section 52(54)(A)(1)(A) of the Securities Law (as amended);

(3) reasonable litigation expenses, including lawyer's fees, incurred by a Director or a Company officer as a result of an investigation or procedure conducted against him by an authority authorized to conduct such investigation or procedure, provided that such investigation or procedure (i) concludes without the filing of an indictment against the Director or Company officer and without imposition of a monetary payment in lieu of criminal proceedings, or (ii) concludes with imposing on the Director or Company officer monetary payment in lieu of criminal proceedings, provided that the alleged criminal offense in question does not require proof of criminal intent or incurred by a Director or Company officer in connection with a monetary sanction imposed by Law;

(4) expenses incurred by a Director or a Company officer in connection with an Administrative Proceeding, including reasonable legal expenses, which term includes lawyer's fees; or

(5) reasonable litigation expenses, including lawyers' fees, expended by the Director or Company officer or imposed on him by the court for:

(a) proceedings issued against him by or on behalf of the Company or by a third party;

(b) criminal proceedings from which he was acquitted; or

(c) criminal proceedings in which he was convicted of an offense that does not require proof of criminal intent; or

(d) any other liability or expense for which it is or may be permissible to indemnify a Director or a Company officer.

(e) Subject to the provisions of the Law, the Company may issue an undertaking in advance or retroactively to indemnify any person, including a Director or a Company officer, who acts or acted on behalf of or at the request of the Company as a director or officer of another

company in which the Company, directly or indirectly, is a shareholder, or in which the Company has any other interest. Such indemnity will be in respect of a liability, payment or expense as detailed in Article 34(d) above, imposed on him or incurred by him as a result of an act carried out by him in his capacity as a director or officer of the other company.

(f) Subject to the provisions of the Law:

(1) The Company may indemnify any employee or representative of the Company, who is not a Director or a Company officer, for any liability or expense paid or imposed on him in his capacity as a Company employee or representative in any legal proceedings, due to an act carried out by him in good faith in his capacity as Company employee or representative. However, such indemnity may not be given for a criminal indictment in which he was convicted in an offense that requires proof of criminal intent and the convicting judgment was not reversed on appeal or cannot be issued for an appeal.

(2) The Company may issue an undertaking in advance to indemnify a Company employee or representative, who is not a Director or Company officer, or to indemnify him retroactively for any monetary liability imposed or that may be imposed on him in favor of any third party in respect of an act carried out by him in good faith in his capacity as a Company employee or representative.

(g) Subject to the provisions of the Law, nothing in these Articles will limit the Company, in any manner, in entering into an agreement of liability insurance, or in granting an exemption or indemnification in respect of:

(1) a Director or Company officer, or a director or officer of another company as provided in Article 34(e) above, to the extent that the insurance, exemption or indemnity is not prohibited by law; or

(2) any person who is not a Director or Company officer, or a director of another company as provided in Article 34(e) above, including but not limited to employees and representatives of the Company or such other company.

(h) Notwithstanding the above, any indemnification granted by the Company under this Article 34 shall not exceed 25% (twenty-five percent) of the Company's shareholders equity of the Company according to the most recent Company consolidated financial statements prior to the date of the indemnification payment.

35. RECONSTRUCTION AND WINDING-UP

(a) If the Company will be wound up voluntarily the liquidators may, with the approval of a Special Majority of the Shareholders voting at a General Meeting, divide among the Shareholders any part of the Company's assets. Such approval may also vest any part of the Company's assets to trustees under trusts for the benefit of the Shareholders as the liquidators may determine.

(b) On any sale of the Company or its assets through a liquidation or winding-up, a Special Majority of the Shareholders voting at a General Meeting may authorize the Board of Directors or liquidators to:

(1) accept fully or partly paid up Shares, debentures, or other Company securities, whether registered in Israel or other jurisdictions, whether existing or contingent, for the purchase in whole or in part of Company property and, if the profits of the Company permit, distribute such Shares, securities or any other Company property among the Shareholders without requiring their realization, or vest the same in trustees for them; and/or

(2) distribute or appropriate the Company's cash, Shares, other securities, benefits or property for the valuation of any such securities or property as so approved at the General Meeting. In such case, all Shareholders will be bound to accept any valuation on distribution so authorized, and will waive all rights in relation to such valuation, except where otherwise required by law.

36. AMENDMENTS TO ARTICLES

These Articles may be amended, in whole or in part, by a Special Majority of the Shareholders voting at a General Meeting.

Exhibit 2.1

DESCRIPTION OF SECURITIES

Elbit Systems Ltd. ("Elbit Systems," "we" or the "Company") has one class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended: ordinary shares of NIS 1 nominal (par) value each. Under our Articles of Association, 80,000,000 of our ordinary shares are currently authorized. All issued and outstanding ordinary shares are fully paid and non-assessable (except as provided below under "Calls on Shares"). The ordinary shares are registered for trading on the Nasdaq Global Select Market and on the Tel Aviv Stock Exchange under the trading symbol ESLT.

Capitalized terms used but not defined herein shall have the meanings given to them in this annual report on Form 20-F.

This Exhibit sets forth a description of our ordinary shares and certain provisions of our Articles of Association which are summaries and are qualified in their entirety by reference to the full text of our Restated Articles of Association (referred to hereafter as our "Articles of Association").

Israeli Companies Registrar. We are an Israeli corporation with limited liability, registered with the Israeli Companies Registrar. The registration number issued to us by the Companies Registrar is 52-004302-7.

The Companies Law and Restated Articles of Association. The Companies Law is the basic corporation law governing Israeli publicly and privately held companies. The Companies Law mandates that specific provisions be included in an Israeli company's articles of association, which are included in our Articles of Association.

Purpose. Our purpose, as stated in Article 3 of our Articles of Association, includes any objective permitted by law, and, in addition, Article 3 permits us to contribute reasonable amounts other worthy causes.

Transfer of Shares. Our ordinary shares are issued in registered form and may be freely transferred unless the transfer is restricted or prohibited by another instrument, applicable law, or the rules of a stock exchange on which the shares are listed for trade. For a discussion of restrictions under applicable law, see "Regulation of Israeli Defense Entities" "Exchange Controls and Other Limitations Affecting Security Holders" below.

Board of Directors. The Companies Law and our Articles of Association generally give our Board of Directors the authority to exercise all residual powers not granted under the Articles of Association or the Companies Law to any other Company body. Under our Articles of Association, our directors (other than our External Directors, described below), are elected by the shareholders at the annual meeting by a simple majority of our ordinary shares. Such directors generally hold office until the next annual general meeting of shareholders. Under certain circumstances, our Board may appoint new directors to fill vacancies. Our Articles of Association authorize a maximum of 17 directors, a minimum of five directors and, unless otherwise approved by our shareholders, the number of directors will be nine.

External Directors. Under the Companies Law, publicly held Israeli companies are required to elect at least two "External Directors", each of whom must have certain expertise and, for a publicly held company such as Elbit Systems that is considered to have a controlling shareholder, must meet certain requirements to ensure that he or she is not affiliated with the controlling shareholder. According to the Companies Law and our Articles of Association, our External Directors serve for a three-year term following which they may stand for up to two additional terms of three (3) years each, and thereafter for additional periods of up to three (3) years each as may be permitted by law. At present, we have two External Directors on our Board, and their terms of office expire in different years. In addition to a simple majority of our ordinary shares voted at the meeting, election of an External Director requires that (i) such majority includes a majority of votes of non-controlling shareholders who do not have a "Personal Interest" (except for Personal Interest that does not result from such shareholder's relations with the controlling shareholder) in the approval of the respective resolution (disregarding abstentions) or (ii) the total number of shares of the shareholders referred to in (i) above that are voted by non-controlling shareholders against the election of the External Director does not exceed two percent (2%) of the overall voting rights in the Company.

Calls on Shares. Our Board may make calls upon shareholders in respect of sums unpaid on their shares (*i.e.,* any excess of the nominal value over the amount paid to the corporation upon issuance of the share).

Share Capital. A change of Elbit Systems' registered share capital, by way of increasing the share capital, creation of new shares or cancellation of unissued registered shares (if there is no undertaking to allot such shares), requires a change to our Memorandum of Association and Articles of Association and as such generally requires the vote of a special majority of at least 67% of all votes properly cast at a general meeting, without taking into account abstentions (a "Special Majority").

Rights Generally Applicable to Ordinary Shares

Each ordinary share entitles its owner to receive notice of, to attend and to cast one vote for each matter considered at, a general meeting of shareholders. Our Articles of Association do not grant shareholders any rights to share in our profits other than through dividends. Subject to Israeli law, dividends may be declared by our Board and paid to the shareholders according to their respective rights. All dividends unclaimed for up to seven (7) years after having been declared may be invested or otherwise used as directed by the Board for the benefit of Elbit Systems, until claimed. After the lapse of such time, the Company will have no obligation to pay the unclaimed dividend. In the event that the Company were to be liquidated, any surplus remaining after the payment of liabilities would be distributed to the shareholders in proportion to the amount paid by each shareholder on account of the nominal value of the shares paid, disregarding any premiums paid in excess of the nominal value.

Our Articles of Association contain no provisions that discriminate against any existing or future shareholder as a result of the number of shares such shareholder holds; however, votes of our controlling shareholders may not be counted for certain resolutions, such as the appointment of External Directors.

Our ordinary shares do not have pre-emptive rights.

Subject to the applicable provisions of the Companies Law, Elbit Systems may issue and redeem redeemable preference shares and redeemable warrants.

We may create or change rights, preferences, restrictions and provisions related to the ordinary shares after receipt of the consent in writing of all shareholders, or a resolution passed at a general meeting, approved by a Special Majority.

If at any time our share capital is divided into different classes of shares, we may change the rights of shareholders by way of a resolution at a general meeting of shareholders, subject to the consent in writing of all shareholders of the class whose rights are being impaired by the proposed change or subject to the adoption of a resolution by a Special Majority of a general meeting of the shareholders of such class, all of which would be subject to other terms if and as provided by the terms of issuance of a particular class of shares.

Also, under the Companies Law, each shareholder has a duty to act in good faith in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders and to refrain from abusing his or her power in the company, such as in certain shareholder votes. In addition, specified shareholders have a duty of fairness toward the company. These shareholders include any controlling shareholder (as described below), any shareholder who knows that it possesses the power to determine the outcome of a shareholder vote and any shareholder who, pursuant to the provisions of the articles of association, has the power to appoint or to prevent the appointment of an office holder or has any other power, beyond that of other shareholders, with respect to the company.

General Meetings of Shareholders

An annual general meeting of our shareholders must be held once in each year and not later than 15 months after the preceding annual general meeting.

Any general meeting that is not an annual general meeting is defined as an extraordinary general meeting. All shareholders of record are entitled to attend any annual or extraordinary general meeting and vote at general meetings in person, by a voting instrument, by proxy or through the Israeli Securities Authority's electronic voting system.

Our Board may convene an extraordinary general meeting when and as it sees fit. In addition, the Board must, according to the Companies Law, convene an extraordinary general meeting if it receives a demand to do so from either: (i) at least two directors; (ii) at least one quarter of the members of the Board; or (iii) one or more shareholders who hold: (A) an aggregate of at least 10% of our issued share capital and at least 1% of all voting rights in the Company; or (B) at least 10% of all voting rights in the Company (however, under our Articles of Association it is sufficient for one or more shareholders to hold (A) at least 5% of our issued share capital and at least 1% of all voting rights in the Company, or (B) at least 5% of all voting rights in the Company), and in such case the extraordinary meeting must be held not more than 56 days from the submission date of such request to the Board and not later than 35 days from the applicable notice to shareholders described below. Any demand by a person or persons, as described in (i), (ii) and/or (iii) of this paragraph, who demands that an extraordinary general meeting be convened, must be made in writing and sent to our registered office, which is Elbit Systems Ltd., Advanced Technology Center, Haifa 3100401, Israel.

Subject to the provisions of our Articles of Association, as well as applicable law and regulations, including applicable laws and regulations of any stock market on which our shares are listed, notice of an annual general meeting and of an extraordinary general meeting must be sent at least 21 days (and in some cases at least 35 days) in advance to all shareholders recorded in our shareholders registry. Notice of an annual or extraordinary general meeting may be sent by us by personal delivery or prepaid registered mail. Such notice may also be sent by facsimile, email or other electronic means provided confirmation is made by registered mail and should be sent to shareholders at the address in our records. Further, under our Articles of Association, a notice to shareholders may also be served by publication in a daily Hebrew newspaper appearing in Israel (or any other form permitted by law, which includes posting on the Company's website). Such notice must include the place, date and hour of the meeting, the agenda for the meeting, the proposed resolutions and instructions for proxy voting.

The quorum required for a meeting of shareholders, except in the case of certain extraordinary meetings convened in special circumstances, consists of at least two shareholders present in person or by proxy or other voting instrument and holding or representing between them at least one-third of the voting power. The chair of our Board generally presides at our shareholders' meetings. A meeting adjourned for lack of a quorum will be adjourned to the same day in the following week, at the same time and place, or to the day, time and place that the Board determines, with notice to the shareholders. At the reconvened meeting, if a quorum is not present within one-half hour from the time appointed for holding the adjourned meeting, the required quorum then is two shareholders, present in person or by proxy or other voting instrument, representing at least 10% of the voting power. Nasdaq Listing Rule 5620(c) provides that a company listed on the Nasdaq Global Select Market should have a quorum requirement for shareholder meetings of at least one-third of the company's outstanding common voting stock. As described above, our general quorum requirement is consistent with the Nasdaq Listing Rule. However, in the case of an adjourned meeting, our Articles of Association, consistent with what is permissible under the Companies Law, provide for a 10% quorum requirement.

In general, subject to the Companies Law, ordinary resolutions at a general meeting require approval of a majority of the votes cast at the general meeting, whether in person or by proxy, without taking into account abstentions. For information as to the required majority for the approval of related party transactions, see "Provisions Relating to Major Shareholders" below. However, under our Memorandum of Association and Articles of Association, certain resolutions require a Special Majority at a general meeting.

Change of Control

Subject to certain exceptions, the Companies Law provides that a merger of two companies requires approval both by the board of directors and by the shareholders of each of the merging companies, and with respect to a target company whose share capital is divided into more than one class, the approval of each class of shares. In approving a merger, the board of directors must determine that there is no reasonable expectation that, as a result of the merger, the surviving company will not be able to meet its obligations to its creditors. An Israeli court may, upon the request of a creditor, order to enjoin or delay the merger if there is an expectation that the surviving company will not be able to meet its obligations to the creditors of the merging companies. A court may also issue other instructions for the protection of creditors' rights in connection with a merger. In addition, a merger may not be completed unless at least (i) 50 days have passed from the time that the requisite proposal for the merger has been filed by each party with the Israeli Registrar of Companies, and (ii) 30 days have passed since the merger was approved by the shareholders of each party.

Under the Companies Law, an acquisition of shares in a public company must be made by means of a tender offer to all shareholders if, as a result of the acquisition, the purchaser would hold 25% or more of the company's voting rights (where no other shareholder holds 25% or more) or 45% or more of the company's voting rights (where no other shareholder holds 45% or more). This rule does not apply to certain events set forth in the Companies Law, including a purchase of shares by way of a "private offering" in certain circumstances provided under the Companies Law. The tender offer may be consummated only if (i) at least 5% of the company's voting rights will be acquired; and (ii) the majority of the offerees who responded to the offer accepted the offer, excluding offerees who are controlling shareholders of the offeror, offerees who hold 25% or more of the voting rights in the company or who have a Personal Interest in accepting the tender offer, or anyone on their behalf or on behalf of the offeror including the relatives of or corporations controlled by these persons.

Regulation of Israeli Defense Entities

The Israeli Defense Entities Law establishes conditions for the approval of an acquisition or transfer of "means of control" of an entity that is determined to be an Israeli "defense entity" under the terms of the law. Designation as a "defense entity" occurs through an order to be issued jointly by the Israeli Prime Minister, Defense Minister and Minister of Economy. No such order for Elbit Systems has been issued as of the date of this annual report. However, in 2021, the Israeli Ministry of Defense ("IMOD") initiated a process under which it intends for the Israeli government to finalize and issue an order that would designate Elbit Systems and most of our Israeli subsidiaries as "defense entities" under the Israeli Defense Entities Law.

Orders to be issued under the Israeli Defense Entities Law may establish various conditions and restrictions. It is anticipated that Israeli government approval will be required for acquisition of a specific percentage of shares or voting rights in Elbit Systems that would constitute "means of control" under the law. "Means of control" for this purpose could include, for example, the right to vote a specified percentage of shares at a shareholders' meeting or to appoint a director. Orders relating to "defense entities", including the order that is expected to be issued with respect to the Company, are also anticipated to, among other matters: (1) impose restrictions on the ability of Israeli and non-Israeli resident citizens to hold means of control or to be able to "substantially influence" such "defense entities"; (2) require that senior officers of "defense entities" have appropriate Israeli security clearances; (3) require that a defense entity's headquarters be in Israel; (4) subject a defense entity's entering into certain joint ventures and mergers and transferring certain technology or means of manufacturing, to the approval of the IMOD; and (5) require "defense entities" to maintain certain essential production lines and development capacities in Israel.

Since the IMOD initiated the process mentioned above, discussions have taken place between Elbit Systems and the IMOD regarding the terms, scope and contents of the order. Additional discussions took place in 2024 and 2025. The Company is not in a position to evaluate if or when the order will be approved and become effective.

Such order, if and when issued, will be published and available to the public in a manner like that of Israeli legislation. In parallel to the finalization of the order, the Israeli government is anticipated to issue a control and acquisition permit to the existing controlling shareholders of the Company.

As a condition to our acquisition of IMI in 2018, the Israeli government issued an order that requires Israeli government approval in the event of a sale of a controlling interest in IMI.

Under separate regulations, Elbit Systems and our major Israeli subsidiaries have been designated as "defense companies" by the Defense Minister with respect to Israeli law governing various other aspects of defense security arrangements.

Provisions Relating to Major Shareholders

Under the Companies Law, certain disclosure requirements as to "Personal Interests" (see "Item 10. Additional Information - Approval of Certain Transactions - Personal Interest and Extraordinary Transactions" under this Annual Report on Form 20-F) apply to each controlling shareholder of a public company. In this regard, a controlling shareholder is a shareholder who has the ability to direct the activities of a company, including a shareholder that holds 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in the company, but excluding a shareholder whose power derives solely from his or her position as a director of the company or any other position with the company. "Personal Interest" means a personal benefit, gain or other interest (other than a benefit arising solely from holding a company's shares) derived by the shareholder (or certain relatives or related entities) from approving an act or transaction on behalf of the corporation.

Except for certain specified exemptions under the Companies Law and regulations promulgated thereunder, audit committee, board and shareholder approval is required for extraordinary transactions, as defined by criteria established by the audit committee, with a controlling shareholder or in which a controlling shareholder has a Personal Interest, including a private offering in which the controlling shareholder has a Personal Interest, and an engagement of a public company with a controlling shareholder or his or her Relative, directly or indirectly, including through a company controlled by such person, regarding the grant of services to the applicable company (and regarding his or her employment terms if the controlling shareholder is an employee of the company but he or she is not an Office Holder). If the controlling shareholder is an Office Holder, his or her employment terms must be approved by the compensation committee, the board of directors and the shareholders of the company, in that order. In each case, shareholder approval requires a Special Uninterested Majority.

In addition, the Companies Law requires that, except for certain exemptions, transactions with a controlling shareholder whose terms are for a period of more than three (3) years must be re-approved in same manner for every three-year period.

For information regarding shareholders' duty to act in good faith and duty of fairness, see "Rights Generally Applicable to Ordinary Shares" above.

Borrowing Power

Our Articles of Association grant broad powers to the Board to have us borrow, repay borrowings, make guarantees and grant security interests in borrowings.

Exchange Controls and Other Limitations Affecting Security Holders

No limitations exist or are imposed by Israeli law or our constituent documents with regard to the rights of non-Israeli shareholders or shareholders not resident in Israel to hold or exercise voting rights, except that such limitations may exist with respect to shareholders who are deemed enemies of the State of Israel under Israeli law.

As of the date of this annual report there are no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except that such limitations may exist with respect to shareholders who are deemed enemies of the State of Israel under Israeli law.

Our Memorandum of Association and Articles of Association do not restrict the ownership of ordinary shares by non-residents of Israel. Neither the Memorandum of Association and Articles of Association nor Israeli law restrict the voting rights of non-residents.

In addition, for a description of Israeli regulations relating Israeli "defense entities" see "Regulation of Israeli Defense Entities" above.

Amendment of Articles of Association

Our Articles of Association may be amended, in whole or in part, with by a Special Majority of our shareholders (see "Rights Generally Applicable to Ordinary Shares" above).

Exhibit 4.3

ELBIT SYSTEMS LTD.

Compensation Policy for Executive Officers and Directors

(As Approved on September 19, 2024)

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Overview and Objectives

Introduction

Elbit Systems Ltd. ("**Elbit**" or the "**Company**") is an international high technology company with headquarters in Israel, engaged in a wide range of defense, homeland security and commercial programs throughout the world, operating businesses in Israel, North America, Europe, Asia-Pacific and Latin America. Elbit is a global company and the majority of its revenues derive from sales outside of Israel. Elbit's major customers are governmental agencies as well as major global companies engaged in the supply of defense, homeland security and commercial aviation systems to governmental agencies and platform manufacturers. Elbit's main competitors are international global companies based in Israel, the U.S. and Europe.

This document ("**Compensation Policy**" or "**Policy**"), sets forth the Compensation Policy for Elbit's Executive Officers and Directors, in accordance with the requirements of the Israeli Companies Law, 5759-1999 (the "**Companies Law**").

For purposes of this Policy, "Executive Officers" shall mean Elbit's President and Chief Executive Officer ("**CEO**") and Elbit's Executive Vice Presidents ("**EVPs**"), who are "office holders" as such term is defined in Section 1 of the Companies Law, but excluding, unless otherwise expressly indicated herein, the members of Elbit's Board of Directors (the "**Directors**" and the "**Board**", respectively).

Appropriate and balanced compensation are key components of Elbit's overall human capital strategy to attract, retain, reward and motivate highly skilled individuals to act in the best interest of the Company, its shareholders and other stakeholders and assist Elbit in reaching its business and financial long-term goals.

In preparing this Compensation Policy, the Compensation Committee and the Board, using the assistance of external advisors, have taken into account, among other factors:

- Elbit's unique characteristics as a company operating in the field of development, manufacturing and enhancement of defense and other high technology systems, and as a company which is traded on the Nasdaq Global Select Market, as well as on the Tel-Aviv Stock Exchange;

- The qualities, skills, background, experience, business responsibilities and past performance of the current Executive Officers as well as the qualities, skills, background experience and other parameters that Elbit deems appropriate for any new Executive Officer;

- The terms of the employment agreements and arrangements with the Company's current Executive Officers.

This Compensation Policy shall apply to compensation agreements and arrangements entered into by the Company with an Executive Officer or a Director following approval of the Policy as required by the Companies Law and will continue to be in effect until the Policy's expiration in accordance with the provisions of the Companies Law. This Compensation Policy is not intended to affect current agreements nor affect obligatory customary practices (if applicable) between the Company and its Executive Officers or Directors as such may exist prior to the approval of this Compensation Policy.

The Compensation Committee and the Board shall periodically review and reassess the adequacy of this Policy to ensure that its provisions and implementation are aligned with Elbit's compensation philosophy and applicable regulatory requirements.

Elbit's Values

Elbit is an international high technology company engaged in a wide range of programs throughout the world, aspiring to be a world leading source of innovative technology-based systems for diverse defense and commercial applications.

Throughout the course of its business, Elbit follows its guiding values of ***integrity***, ***excellence***, ***innovation***, ***leadership***, ***teamwork*** and ***synergy***. These values enable Elbit to foster an environment that nurtures innovation, creativity and technological leadership, enabling Elbit to thrive as a leading company in its areas of operation, developing and manufacturing best in class systems and maintaining customer satisfaction.

Elbit's values caused Elbit to emphasize the welfare of its employees and their importance to Elbit's success, including its Executive Officers, since the Executive Officers are tasked with leading the implementation of the Company's strategy and driving its day-to-day behavior and decisions. Elbit believes that excellent people are the key to achieving its vision and therefore employs a world-class, motivated, team-spirited workforce, creating a dynamic atmosphere in which employees may flourish and reach their highest potential.

Compensation Objectives

The Compensation Policy, as approved by the Compensation Committee and the Board, is a reflection of the long-time practices and strategy of Elbit and is intended to align with Elbit's strategy to attract, motivate and retain highly capable personnel who will lead the successful execution of Elbit's strategy and act in the best interests of the Company and its stakeholders, while also supporting a performance culture that is based on merit, differentiates and rewards excellent performance, while recognizing Elbit's core values, including the value of integrity and ethics of Elbit's management personnel. To that end, this Policy is designed, among other purposes:

- **To promote the attraction, retention and motivation of Executive Officers:** Elbit competes with both Israeli based and global companies to attract and retain highly skilled professionals with the necessary capabilities to promote innovation, creativity, manage its complex business and worldwide operations and execute its strategy. To that end, this Policy aims to provide Elbit's Executive Officers with a structured compensation package, including competitive salaries, performance-motivating cash and equity-based incentive programs and benefits, in order to promote retention and provide each Executive Officer with motivation to advance within the organization;

- **To incentivize superior individual excellence:** Elbit aims to incentivize its Executive Officers by creating a strong link between their compensation and performance. Therefore, a portion of the total compensation package provided to Elbit's Executive Officers is based on measures that reflect Elbit's short and long-term goals and performance, as well as the Executive Officer's individual performance and the impact on the Company's value creation. In order to strengthen the link between compensation and performance, Elbit defines clear, measurable quantitative and qualitative objectives that, together, are designed to improve Company results;

- **To align the interests of the Executive Officers with the long-term performance of the Company**: In order to motivate Executive Officers to focus on the long-term objectives and performance of the Company, a portion of the compensation package granted to Elbit's Executive Officers is awarded in the form of equity-based compensation, thus creating a direct link between the interests of Executive Officers and the long-term value creation and total returns of the Company's shareholders; and

- **To provide a risk management tool:** This Policy is structured in a manner that creates an incentive to deliver high performance (over both the short and long-term) while taking into account Elbit's risk management philosophy and avoiding undue pressure to take excessive risks, thus encouraging a balanced and effective risk taking approach. Elbit's compensation elements are designed to reduce incentives to expose the Company to imprudent risks that may harm Elbit or its shareholders in the short and long-term. This is achieved by using tools such as (i) placing maximum thresholds on eligibility for short and long-term incentives; (ii) using compensation vehicles with diverse performance measures; (iii) granting equity-based compensation that has long-term vesting schedules, which tie the awards to a longer performance cycle; and (iv) requiring clawback of compensation payments in certain circumstances or as required by applicable regulation.

The Compensation Policy is intended to provide a framework which is broad enough to allow the Compensation Committee, the Board and the CEO, as applicable, to determine a personal compensation plan or a certain compensation component for each of Elbit's Executive Officers, in light of the specific circumstances and the requirements of the Company, which would be in the best interests of the Company, its employees, its shareholders and other stakeholders, all in accordance with Elbit's long-term strategy as provided in this Compensation Policy.

Compensation Structure and Instruments

Compensation instruments under this Compensation Policy may include the following:

- Monthly base salary;
- Benefits;
- Cash bonuses;
- Equity-based compensation; and
- Retirement and termination of service arrangements.

Variable Compensation Ratio

Elbit aims to balance the mix of "**Fixed Compensation**" (comprised of Base Salary and Benefits, on an annual basis) and "**Variable Compensation**" (comprised of cash bonuses and equity-based compensation) in order to, among other things, appropriately incentivize Executive Officers to meet Elbit's short and long-term goals while taking into consideration Elbit's need to manage a variety of business risks.

The pay mix ratio between the Fixed Compensation and Variable Compensation is such that the total Variable Compensation of each Executive Officer shall not exceed 85% of the total compensation package of such Executive Officer, on an annual basis. This pay mix ratio supports the core principles of Elbit's compensation philosophy of compensating for performance and aligning Executive Officers' interests with those of the Company and its shareholders. The above pay mix ratio may vary somewhat in any given calendar year due to fluctuations in the NIS/USD exchange rate. The Compensation Committee and Board believe that such ratio expresses the appropriate compensation mix in the event that all performance objectives are achieved and assumes that all compensation elements are granted with respect to a given year.

Intra-Company Compensation Ratio

In the process of formulating this Policy, Elbit's Compensation Committee and the Board have examined the ratio between employer costs associated with the engagement of the Executive Officers and Directors and the average and median employer costs associated with the engagement of the other employees of Elbit, as required pursuant to the Companies Law, (the "**Ratio**"). The Compensation Committee and Board believe that the current Ratio does not adversely impact the work environment in Elbit.

The possible ramifications of the Ratio in the work environment of Elbit will continue to be examined from time to time in order to ensure that levels of executive compensation, as compared to that for the overall workforce, will not have a negative impact on work relations in Elbit.

Monthly Base Salary

The monthly base salary ("**Monthly Base Salary**") provides stable compensation to Executive Officers, allowing Elbit to attract and retain competent executive talent and secure continuity of a stable management team. Monthly Base Salaries vary among Executive Officers, and are individually determined taking into account the educational background, prior vocational experience, qualifications, role, business responsibilities and the past performance of the Executive Officer.

The maximum Monthly Base Salary paid to Elbit's Executive Officers shall not exceed:

(a) With respect to the CEO – 300,000 NIS, linked to the increase in the Israeli Consumer Price Index (the "**CPI**"); and

(b) With respect to an EVP – 200,000 NIS, linked to the CPI.

Benefits

The following benefits may be granted to Elbit's Executive Officers ("**Benefits**"), in order, among other things, to comply with legal requirements and to attract, motivate and retain high level professionals:

- Vacation days in accordance with market practice and applicable law;
- Sick days in accordance with market practice and applicable law;
- Convalescence pay according to applicable law;
- Monthly remuneration for a study fund, as allowed by applicable tax law and with reference to Elbit's common practices as well as common market practice;
- Contribution by Elbit on behalf of the Executive Officer to an insurance policy or a pension fund, as allowed by applicable tax law and with reference to Elbit's policies and procedures and common market practice;
- Contribution by Elbit on behalf of the Executive Officer towards work disability insurance, as allowed by applicable tax law and with reference to Elbit's policies and procedures and common market practice;
- Car, communication and other customary Benefits, including their gross-up for tax purposes; and
- Reimbursement for work-related expenses incurred as part of their activities, including without limitations, meeting participation expenses, travel expenses, including a daily stipend when traveling and accommodation expenses, provided, however, that such reimbursement shall be determined in accordance with Elbit's policies and procedures.

Cash Bonuses

Annual Bonuses

General

Elbit has implemented an annual pay-for-performance bonus plan ("**Annual Bonus**") based on quantitative and qualitative criteria which has proved to be effective in incentivizing its executives and employees. The Annual Bonus component aims to align and unify Elbit's Executive Officers in reaching Elbit's short and long-term goals. Annual Bonuses are, therefore, a strictly pay-for-performance element, as payout eligibility and levels are determined based on financial, business and operational results, as well as individual performance.

Elbit's policy is to allow Annual Bonuses, which may be awarded to an Executive Officer, for each fiscal year, upon the attainment of pre-set periodical objectives and personal targets taking into consideration the Executive Officer's educational background, prior vocational experience, qualifications, role, business responsibilities and performance. The Annual Bonuses objectives are intended to drive motivation and performance continuously higher, but remaining subject to a maximum payout ceiling which is intended to serve as a risk management tool.

Pre-Conditions for the Payment of Annual Bonus

The payment of the Annual Bonus to Executive Officers for any particular fiscal year shall be subject to the fulfillment (in addition to the fulfillment of the applicable objectives set forth below as the case may be) of any one of the following criteria ("**Awarding Criteria**"): (a) that the Non-GAAP Net Profit attributable to shareholders ("**Non-GAAP Net Profit**") of Elbit for that fiscal year as reflected in Elbit's published full-year financial results ("**Annual Financial Results**") is at least 80% of Elbit's Non-GAAP Net Profit for the preceding fiscal year; or (b) that Elbit's Non-GAAP Net Profit for that fiscal year is at least 80% of the Non-GAAP Net Profit in Elbit's annual budget as approved by the Board for such fiscal year.

Annual Bonus - CEO

The Compensation Committee and the Board have determined that with respect to the CEO, the most appropriate quantitative objectives, which most align the interests of the CEO with the long-term performance of the Company, are the financial objectives of Non-GAAP Net Profit and Operating Cash Flow.

Accordingly, subject to the Company reaching the Awarding Criteria the CEO will be awarded an Annual Bonus in an amount equal to the following ("**CEO's Annual Bonus**"), but not exceeding $2,000,000 ("**Maximum CEO's Annual Bonus**"):

- 0.4% of Elbit's Non-GAAP Net Profit as reflected in Elbit's Annual Financial Results for the relevant fiscal year, plus
- if both the Operating Cash Flow Goal and the Actual Operating Cash Flow (as both terms are defined below) are positive - 0.1% of the Non-GAAP Net Profit as reflected in Elbit's Annual Financial Results for the relevant fiscal year, multiplied by the Operating Cash Flow Factor (as defined below).

The Operating Cash Flow Factor shall mean the amount of net cash provided by operating activities ("**Operating Cash Flow**") as reflected in Elbit's Annual Financial Results for the relevant fiscal year ("**Actual Operating Cash Flow**"), divided by the Operating Cash Flow in Elbit's annual budget as approved by the Board for such fiscal year ("**Operating Cash Flow Goal**").

The CEO's Annual Bonus amount shall be calculated on the date that the Board approves the applicable Annual Financial Results ("**Annual Determination Date**").

Upon approval by the Board of the financial results for the first half of an applicable fiscal year ("**Semi-Annual Financial Results**"), Elbit may provide its CEO with an advance payment on account of the CEO's Annual Bonus for that respective year, in an amount which shall not exceed a sum equal to 0.4% of Elbit's Non-GAAP Net Profit as reflected in Elbit's Semi-Annual Financial Results ("**CEO's Advance Payment**").

In the event that on the Annual Determination Date the Compensation Committee determines that the paid CEO's Advance Payment exceeded the amount of the CEO's Annual Bonus for that fiscal year, the CEO shall return the excess amount within thirty (30) days from the Annual Determination Date.

Annual Bonus - EVPs

Elbit's EVPs Annual Bonuses shall be based on achievement of personal performance measures determined for each EVP. The personal performance measures will be recommended by the CEO on the basis of the following objectives and be approved by the Compensation Committee and the Board:

- **Financial objectives** such as, without limitation, revenue, profit, sales, cash flow, order backlog and generation of additional value, which shall account for 50% - 100% of the performance measurements.

- **Business, operating and other objectives** such as, without limitation, initiation of new markets, growth of certain business fields, facilitation of transactions, acquisitions/sales of business operations, human resources development, managing legal proceedings, customer satisfaction, ESG and compliance which shall account for up to 50% of the performance measurements.

As an exception to the aforementioned guidelines, in cases of EVPs at the Company's headquarters, the financial objectives may account for 25%-100%, and the business, operating and other objectives may account for up to 75%.

For each of the EVPs the weight of the objectives detailed above shall total 100%.

In circumstances determined by the Compensation Committee and the Board to be special (*e.g.*, in case of regulatory changes or significant changes in Elbit's business environment), the Compensation Committee and the Board may modify the objectives and/or their relative weights during the fiscal year.

Simultaneously with the determination of the personal objectives and their respective weight for each EVP, the Compensation Committee and the Board, based on the recommendations of the CEO, shall also set forth the amount that will be paid to the respective EVP for achieving 100% of his or hers performance measures ("**EVP's Target Annual Bonus**").

On the Annual Determination Date, the Annual Bonus payable to each EVP will be calculated by multiplying the score of that EVP with respect to meeting his or her objectives for that year with his or her Target Annual Bonus. Subject to the Company reaching the Awarding Criteria, the amounts accruing from the above calculations, with respect to each EVP, shall be paid to the applicable EVP.

The Company may pay to an EVP an Annual Bonus in an amount exceeding the EVP's Target Annual Bonus in case the EVP's achievement exceeds 100% of his or hers performance measures for that fiscal year provided however that the maximum Annual Bonus amount payable to an EVP will not exceed an amount equal to nine (9) Monthly Base Salaries ("**EVP's Maximum Annual Bonus**").

Upon approval by the Board of the Semi-Annual Financial Results, Elbit may provide the EVPs with an advance payment on account of their Annual Bonuses, which shall be calculated by calculating the score of that EVP with respect to meeting his or her objectives on an half year basis and provided that the amount paid shall not exceed a sum equal to 50% of the respective Target Annual Bonus ("**EVP's Advance Payment**").

In the event that on the Annual Determination Date the Compensation Committee determines that any paid EVP's Advance Payment exceeded the amount of the EVP's Annual Bonus for that fiscal year, the respective EVP shall return the excess amount within thirty (30) days from the Annual Determination Date.

Pro Rata Annual Bonus Payments

Should the employment of an Executive Officer terminate prior to the end of a fiscal year, the Company may pay such Executive Officer his or her pro rata share of that year's Annual Bonus, based on the period such Executive Officer was employed by the Company.

Managerial Evaluation Bonus

Elbit may grant an EVP an annual managerial evaluation bonus in an amount of up to three (3) Monthly Base Salaries ("**Managerial Evaluation Bonus**"). Managerial Evaluation Bonuses will be awarded based on the recommendation of the CEO and the approval of the Compensation Committee and the Board on the grounds, among others, of non-financial qualitative individual performance measures, and taking into consideration the EVP's long-term contribution to the Company and his or her performance during the fiscal year for which such Managerial Evaluation Bonus is granted. Managerial Evaluation Bonuses may be granted to EVPs in addition to their respective Annual Bonuses.

Special Bonus

In order to respond effectively to events or occurrences that may have a special positive impact on the Company and are the result of special efforts or achievements of an Executive Officer, Elbit may, with the approval of the Compensation Committee and the Board, grant its Executive Officers a special cash bonus as an award for special achievements (such as, but not limited to, in connection with securities offerings or generating extraordinary profit), based on quantitative and/or non-quantitative criteria which shall be determined by the Compensation Committee and Board ("**Special Bonus**").

The Special Bonus for an individual Executive Officer, shall not exceed the higher of (i) 1% of the added value generated to the Company in light of the Executive Officer's contribution as reflected from a valuation conducted by the Company or (ii) 12 Monthly Base Salaries. A Special Bonus may be granted to Executive Officers in addition to an Annual Bonus and/or a Managerial Evaluation Bonus paid pursuant to this Compensation Policy, provided that on an annual basis (a) the aggregate amounts payable to an EVP as Annual Bonus, Managerial Evaluation Bonus and Special Bonus shall not exceed in the aggregate an amount equal to fifteen (15) Monthly Base Salaries and (b) the Variable Compensation of the CEO shall not exceed the aggregate of the Maximum CEO's Annual Bonus and the Maximum CEO's Equity Amount (as defined below).

In addition, a Special Bonus to the CEO based on non-quantitative criteria shall not exceed (1) on an annual basis, an amount equal to the higher of three Monthly Base Salaries or 25% of the Variable Compensation and (2) for every period of three calendar years, beginning in 2021, an aggregate amount equal to twelve Monthly Base Salaries.

Signing Bonus

At the Compensation Committee's and Board's discretion, Elbit may grant a newly recruited EVP a signing bonus ("**Signing Bonus**"). The Signing Bonus will not exceed six (6) Monthly Base Salaries of the EVP. In the event the employment of that EVP is terminated within twenty-four (24) months from the start date of employment, Elbit may elect to recover the Signing Bonus in full or in part, at the Compensation Committee's and Board's discretion.

Compensation Recovery ("Clawback")

In the event of an accounting restatement which is not the result of changes in applicable financial reporting standards, Elbit shall be entitled, unless the Compensation Committee and the Board have determined that in the specific case it would be impossible, impractical or not commercially or legally feasible, to recover from its Executive Officers the bonus compensation, net of taxes, which exceeded the amount which would have been paid under the financial statements, as restated, provided that such restatement has occurred within 36 months of the bonus payment. The manner of recovery, including making payment in installments, date of payments, linkage, etc., shall be determined by the Compensation Committee and the Board.

In addition, subject to applicable law, in the event of a dismissal for cause of an Executive Officer due to his or her breach of fiduciary duty to the Company, among other remedies, Elbit shall be entitled to recover from such Executive Officer the bonus compensation paid to him or her in the preceding 12 month period, net of taxes.

Nothing herein shall derogate from any other clawback or similar provisions regarding disgorging of profits imposed on Executive Officers by virtue of applicable laws, the listing rules, or under any other applicable clawback policy approved by the Board (including without limitation the Policy Regarding Recovery of Erroneously Awarded Compensation approved by the Board in November 2023, as may be amended from time to time).

Equity-Based Compensation

Any equity-based compensation plan of the Company for its employees that includes Elbit's Executive Officers ("**Company Equity-Based Compensation Plan")** will be designed in a manner consistent with the underlying Company's objectives, with its main goals being to enhance the alignment between the Executive Officers' interests and the long-term interests of Elbit and its shareholders, and to strengthen the retention and the motivation of Executive Officers in the long term. In addition, since equity-based awards are structured to vest over a period of several years, their incentive value to recipients is aligned with longer-term strategic goals.

The equity-based awards under a Company Equity-Based Compensation Plan may be granted from time to time to an Executive Officer and be individually determined and awarded taking into consideration the performance, qualifications, role and the personal responsibilities of the Executive Officer.

The equity-based awards offered by Elbit to its Executive Officers during the term of this Compensation Policy may be in a form of share options both regular options and/or under a cashless mechanism, subject to applicable laws including the Israeli Income Tax Ordinance [New Version] of 1961 as may from time to time be amended (the "**Ordinance**") and the terms of such Company Equity Based Compensation for its Executive Officers will be such as required for compliance with Section 102 of the Ordinance, under the "capital gain tax route", and other rights granted with respect to such Options as well as compliance with the Israeli Income Tax Rules (Tax Relief in Issuance of Shares to Employees) 2003, as amended from time to time.

The exercise/grant price of an equity-based award granted to an Executive Officer under a Company Equity-Based Compensation Plan shall be the higher of: (a) the average price of Elbit's shares listed on the Tel-Aviv Stock Exchange in the thirty (30) days prior to the "Date of the Board Resolution". The "**Date of the Board Resolution**" shall mean, unless otherwise determined by the Board, the date of the Board resolution with regards to the grant; or (b) the price of Elbit's shares listed on the Tel Aviv Stock Exchange on the last trading day preceding the Date of the Board Resolution. The exercise/grant price as aforesaid will be determined in U.S. Dollars.

All equity-based awards granted to Executive Officers shall be subject to vesting periods determined to promote long-term retention of the awarded Executive Officers. Grants to Executive Officers shall vest gradually over a minimal period of four (4) years, where the first portion of equity-based compensation will vest at least two (2) years following the later of (the "**Grant Date**"): (i) the Date of the Board Resolution; (ii) the first trading day after a period of thirty (30) days has elapsed from the date the Company has filed with the Israeli Tax Authorities the Company Equity-Based Plan under which the respective equity-based award is granted; or (iii) where applicable - the date on which the required corporate approvals allowing such grant have been obtained and, where applicable, other conditions set by the Board were met. The Board may also set additional conditions for vesting. The aggregate exercise period of an equity-based award granted to an Executive Officer shall be determined in accordance with the Company's Equity-Based Compensation Plan, and shall not exceed a period of ten (10) years from the Grant Date.

The Company Equity-Based Compensation Plan may include customary terms with regards to equity based awards granted, including customary adjustments for dividends, bonus shares, capital modifications (reverse stock split, stock split, etc.), rights offering restructuring (split, merger, etc.), and the like. In addition, such Company Equity-Based Compensation Plan may include terms and conditions allowing, subject to approvals by the Compensation Committee and the Board, acceleration (subject to the clarification below), continued vesting and exercisability of equity based awards as well as post termination exercise period for vested options following termination of employment of Executive Officers for no cause, or as a result of death or disability.

With respect to options granted under a Company Equity-Based Compensation Plan after the entry into effect of this Compensation Policy, the Board may approve acceleration of the vesting of such options in any of the following cases only, at its discretion (and such acceleration shall not be automatic): (i) death, disability or medical condition of an Executive Officer; (ii) change of control of the Company as a result of which the Company's shares are no longer listed on a stock exchange; (iii) acceleration of the next unvested portion in case of termination of employment of an Executive Officer, provided that either: (a) the termination of employment results from a change of control of the Company; or (b) the termination results from a retirement of an Executive Officer who has served the Company (or any of the Company's subsidiaries) for at least ten (10) years and provided that no more than one (1) year of the vesting period remains.

Except in the circumstances stated below, the aggregate benefit embedded in equity based awards granted under a Company Equity -Based Compensation Plan during the period of this Compensation Policy, calculated in accordance with an acceptable valuation method (such as the Monte Carlo, Black-Scholes and Binominal options pricing models), at the date of grant, shall not exceed, with respect to the CEO, the amount of $3,500,000, per year ("**Maximum CEO's Equity Amount**") and with respect to an EVP an amount of $1,100,000, per year.

The maximum dilution as a result of equity-based awards granted to Elbit's Executive Officers under Company Equity-Based Compensation Plans during the term of this Compensation Policy, shall not exceed 3% of Elbit's issued and outstanding share capital, on a fully-diluted basis.

Notwithstanding the aforementioned, the Compensation Committee and Board may approve a one-time increase of the Maximum CEO's Equity Amount during the period of this Policy, by up to $1,000,000, to allow the grant of performance-based options to the CEO, which will include an exceptional significant strategic goal, the achievement of which is expected to benefit the Company, as may be determined by the Compensation Committee and Board. For such purpose, the value of the benefit embedded in the performance-based options will be calculated as of the date of grant by an external evaluator in accordance with an acceptable valuation method (such as the Monte Carlo, Black-Scholes or Binominal options pricing models), taking into account among other factors, the additional risk related to fulfillment of the Special Condition.[1]

Reduction of Variable Compensation

Subject to the terms of the employment agreements and arrangements with the Company's Executive Officers and the rights embedded therein as well as to applicable law, the Compensation Committee and the Board may reduce any Variable Compensation to be granted to an Executive Officer due to circumstances determined by the Compensation Committee and the Board.

Retirement and Termination of Service Arrangements

Severance Pay

For Executive Officers who have served in the Company (including in any of the Company's subsidiaries) for at least ten (10) years, Elbit may provide, upon termination of employment of an Executive Officer (excluding termination for cause entitling the Company to terminate employment without severance pay pursuant to applicable law), in addition to the amounts provided by law, severance pay as follows:

In the case of the CEO – an amount equivalent to the last paid Monthly Base Salary multiplied by the years of employment with the Company.

In the case of an EVP – up to 50% of the amount resulting from multiplying the last paid Monthly Base Salary by the years of employment with the Company.

Advanced Notice Period

Elbit may provide an Executive Officer advance notice of termination of up to six (6) months, during which period such Executive Officer will be entitled to receive his or her Monthly Base Salary and Benefits and, unless otherwise determined by the Company, be required to continue to perform his or her duties.

The Company may also grant such Executive Officer all or part of his or her Annual Bonus and the advance period will be considered for the purpose of the vesting period for any equity based awards granted to the Executive Officer under a Company Equity-Based Compensation Plan.

[1]Accounting standards require that the value of the benefit embedded in the performance-based options be calculated differently for purposes of the Company's financial statements.

Adjustment Period/Retirement Grant

For Executive Officers who have served in the Company for at least three (3) years, Elbit may provide an adjustment period ("**Adjustment Period**") of, or a one-time retirement grant ("**Retirement Grant**") equivalent to, up to six (6) months during which such Executive Officer may receive, in the case of the CEO, six (6) Monthly Base Salaries plus Benefits and in the case of an EVP – up to six (6) Monthly Base Salaries.

The Company may determine to pay the amounts payable for the Adjustment Period as aforesaid as a one-time Retirement Grant or in monthly payments, at the Company's discretion.

The total periods or amounts payable for Severance Pay, Advanced Notice and/or Adjustment Period/Retirement Grant to be paid to an Elbit's EVP as aforesaid shall be determined taking into consideration his or her seniority in the Company, performance during employment, contribution to Elbit achieving its goals and the circumstances of retirement or termination.

The amounts payable for Severance Pay and/or Adjustment Period/ Retirement Grant exceeding the amounts required by law, may be granted in consideration for the Executive Officer's undertaking to refrain from competing with Elbit for a certain period of time following termination.

In case of a commitment by Elbit made after the entry into effect of this Compensation Policy, to provide to an Executive Officer Severance Pay, Advanced Notice (other than an Advanced Notice during which period the Executive Officer is required to continue to perform his or her duties) and/or Adjustment Period/Retirement Grant, the aggregate sum of all such amounts provided to the Executive Officer shall not exceed an amount equal to twelve (12) months cost of salary of such Executive Officer (in addition to the amounts provided by law).

Indemnification, Exemption and Insurance

Elbit may indemnify its Executive Officers and Directors to the fullest extent permitted by applicable law, for any liability and expense that may be imposed on the Executive Officer or the Director (including "run-off" insurance policy), as provided in an indemnity agreement between such individuals and Elbit, all subject to applicable law and the Company's articles of association.

Elbit may also exempt its Executive Officers and Directors from liability for violating the duty of care to the Company) provided that an exemption shall not apply with respect to a decision or transaction in which a controlling shareholder, Executive Officer or Director of the Company (even a different one than the one who is exempted) has a personal interest), all subject to applicable law and the Company's articles of association.

Without derogating from the above, Elbit may purchase, from time to time, during the term of this Policy, directors and officers liability insurance for its Directors and Executive Officers. The coverage limit under each insurance policy which shall be purchased by Elbit shall not exceed $250 million. The insurance policy terms, as well as the premium paid by the Company shall reflect the current market conditions with respect to the Company and the nature of its operations.

Directors Compensation

The compensation of the Company's Directors (including external Directors and independent Directors) may be up to the maximum pay allowed under the Companies Regulations (Rules Regarding the Compensation and Expenses of an External Director), 5760-2000, as amended by the Companies Regulations (Relief for Public Companies Traded in Stock Exchange Outside of Israel), 5760-2000, as such regulations may be amended from time to time ("**Compensation of Directors Regulations**").

Notwithstanding the above, taking into account the additional tasks imposed on the Chair of the Board and the additional time that the Chair of the Board is required to devote to promote the Company's activities, Elbit may pay the Chair of the Board, on top of the per-meeting payment, an annual compensation of up to five (5) times the annual compensation paid to Elbit's external Directors in accordance with the Compensation of Directors Regulations.

Elbit's external and independent Directors are entitled to reimbursement of expenses in accordance with the Compensation of Directors Regulations. Elbit's Directors, excluding external and independent Directors, may be entitled to reimbursement of work-related expenses, including meeting participation expenses, reimbursement of business travel including a daily stipend when traveling and accommodation expenses, provided, however, that such reimbursement shall be determined in accordance with Elbit's policies and procedures

Miscellaneous

This Policy is designed solely for the benefit of Elbit. Nothing in this Compensation Policy shall be deemed to grant any of Elbit's Executive Officers, Directors or employees or any third party any right or privilege in connection with their employment by the Company. Such rights and privileges shall be governed by the respective personal employment agreements.

This policy is subject to applicable law and is not intended, and should not be interpreted as limiting or derogating from, provisions of applicable law to the extent not permitted, nor should it be interpreted as limiting or derogating from the Company's articles of association.

This Policy is not intended to affect current agreements nor affect obligating customs (if applicable) between the Company and its Executive Officers or Directors as such may exist prior to the approval of this Compensation Policy.

In the event of amendments made to the Companies Law or any regulations promulgated thereunder providing relief in connection with Elbit's compensation to its Executive Officers and Directors, Elbit may elect to act pursuant to such relief without regard to any contradiction with this Policy.

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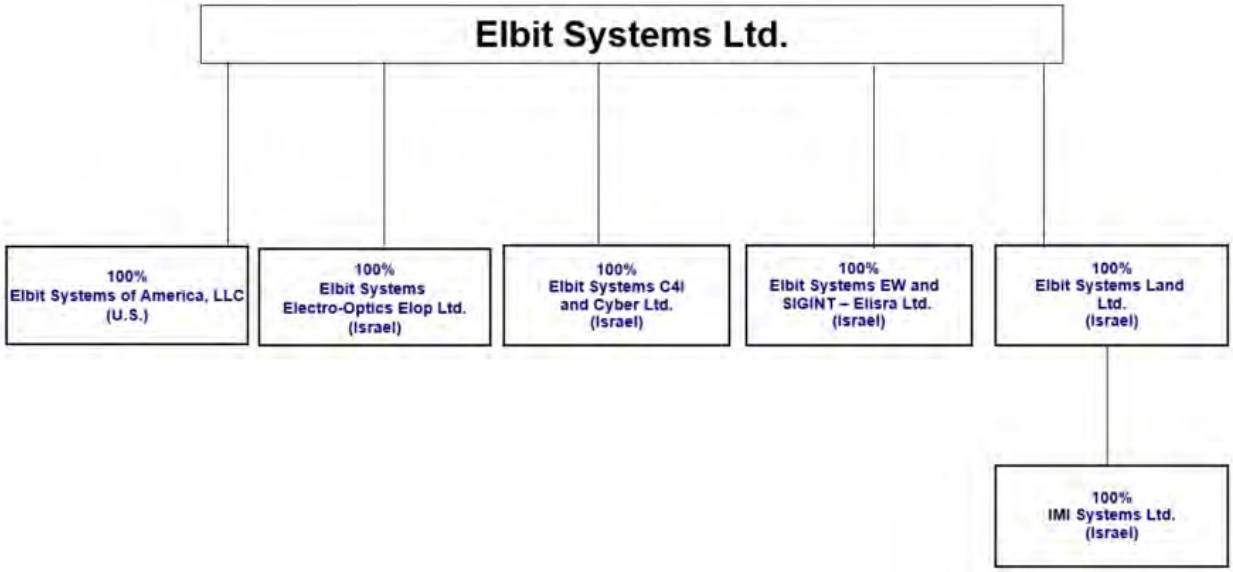
EXHIBIT 8

Major Operating Subsidiaries of Elbit Systems Ltd.



Elbit Systems Ltd.

Insider Trading Policy

1. Introduction

This Insider Trading Policy provides guidelines to Group Personnel regarding transactions in Company Securities and the handling of Inside Information about the Group and other entities with which it does business.

Relevant Laws also apply insider trading prohibitions to Related Parties of Group Personnel. Group Personnel shall use reasonable efforts to ensure compliance with this Policy by their respective Related Parties. This Policy may also apply to other third parties as may be determined from time to time by the Securities Compliance Officer .

All Group Personnel should read this Policy very carefully. Failure to observe the prohibitions and procedures set forth below could result in severe civil, criminal or administrative enforcement measures, for you and possibly the Group, under both United States and Israeli law. In addition, failure to comply with this Policy may subject you to Group disciplinary actions, up to and including dismissal, regardless of whether or not such failure to comply with this Policy results in a violation of law. If you have any questions regarding this Policy, you are encouraged to contact the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer. However, the ultimate responsibility for complying with this Policy and avoiding improper transactions rests with you.

2. General Purpose

Elbit is a publicly traded company whose securities are listed for trading on both the TASE and Nasdaq and, as such, is subject to the Relevant Laws .

Elbit and its Board of Directors recognize the great importance of compliance by the Group and Group Personnel with all Relevant Laws, including provisions regarding proper trading in Company Securities. This Policy is intended to help ensure such compliance and does not derogate from any Relevant Laws. In addition, this Policy does not derogate from any other policy adopted by the Company. In case of any contradiction between the provisions of this Policy and the Relevant Laws applicable to the Group, the Relevant Laws will prevail. In addition, this Policy supersedes and replaces any previous Company insider trading policy, procedure or instruction.

3. Definitions

The following terms as used in this Policy shall be defined as follows :

3.1. **Associated Companies** – defined by Israeli law to include any company in which another company, which is not a parent company thereof, either has invested an amount equal to 25% or more of the equity of the investing company, or holds 25% or more of the nominal value of the investee company's issued share capital or voting power therein, or is entitled to appoint 25% or more of its directors.

3.2. **Blackout Period** – either a Regular Blackout Period or a Special Blackout Period, as applicable.

3.3. **Company** – Elbit and its Subsidiaries.

3.4. **Company Personnel** – all personnel, including directors, officers and employees (permanent or temporary) of Elbit and its Subsidiaries.

3.5. **Company Securities** – for the purpose of this Policy only, includes securities of Elbit, including derivative transactions where Elbit's securities are the underlying asset, and securities convertible or exchangeable into Elbit's securities, whether or not issued by Elbit, such as exchange-traded options.

3.6. **Designated Individuals** – defined in Section 8.1 below.

3.7. **Elbit** – Elbit Systems Ltd.

3.8. **Exchange Act** – Securities Exchange Act of 1934, as amended, and regulations thereunder.

3.9. **Family Members of Group Personnel** – a spouse, sibling, parent, grandparent, descendant or a spouse's descendant, or a spouse of any such person, and any other relative whose transactions in Company Securities are directed by the Group Personnel or are subject to the influence or control of the Group Personnel, such as relatives who consult with the Group Personnel before they trade in Company Securities.

3.10. **Group** – Elbit, its Subsidiaries and Associated Companies.

3.11. **Group Personnel** – Company Personnel together with personnel of Associated Companies.

3.12. **Inside Information** – defined in Section 6 below.

3.13. **insider trading** – defined in Section 7 below.

3.14. **ISA** – the Israel Securities Authority.

3.15. **Nasdaq** – the Nasdaq Global Select Market.

3.16. **Policy** – this Insider Trading Policy.

3.17. **Regular Blackout Periods** – defined in Section 8.1 below.

3.18. **Related Parties** – Family Members of Group Personnel and others living in their households, and any entities that Group Personnel or Family Members of Group Personnel directly or indirectly control.

3.19. **Relevant Laws** – (i) provisions of the Israeli Securities Law, 1968 and regulations thereunder applicable to dual-listed companies, (ii) securities laws of the United States, including the Exchange Act and regulations thereunder applicable to foreign private issuers and (iii) rules of the TASE and Nasdaq

3.20. **SEC** – the Securities and Exchange Commission.

3.21. **Securities Act** – the U.S. Securities Act of 1933, as amended.

3.22. **Securities Compliance Officer** – Elbit's Chief Legal Officer (and in his or her absence – Elbit's Chief Corporate Governance Officer).

3.23. **Special Blackout Periods** – defined in Section 8.2 below.

3.24. **Specified Group Personnel** – Company directors, general manager, principal shareholders, or any other Designated Individuals.

3.25. **Subsidiaries** – defined by the Israeli Securities Law, 1968 to include a company in which a different company holds 50% or more of the nominal value of the issued share capital or voting power therein, or that is entitled to appoint half or more of the subsidiary's managers (directors) or its general manager.

3.26. **TASE** – Tel Aviv Stock Exchange.

3.27. **Qualified Selling Plan** – defined in Section 10.2 below.

4. Policy

Insider trading in Company Securities, whether for personal benefit or for the benefit of others, is prohibited.

The main purpose of the prohibition against insider trading is to prevent violations of the Relevant Laws, duties of trust and confidence and the exploitation of an unfair advantage in the trading of securities due to uneven access to information. This Policy includes additional guidelines regarding Company Securities derived from the Relevant Laws and Elbit's internal policies.

5. Responsibility

As part of their employment responsibilities or otherwise, Group Personnel may create, use or have access to Inside Information. Each individual has an important ethical and legal obligation to maintain the confidentiality of such information and to not engage in insider trading.

In addition, Designated Individuals, and others in certain cases, may not engage in any transactions in Company Securities while subject to a Blackout Period, and Designated Individuals are subject to special pre-clearance procedures requiring prior approval before engaging in transactions in Company Securities, as provided in Section 9 below.

Group Personnel may, from time to time, have to forgo a proposed transaction in Company Securities even if he or she planned to make the transaction before learning of the Inside Information or, if applicable, imposition of the Blackout Period, and even though he or she may suffer an economic loss or have to forego an anticipated profit by waiting.

The Securities Compliance Officer is responsible for the administration of this Policy and may ask Elbit's Chief Corporate Governance Officer and other members of the Company's legal department to assist with the administration of this Policy and to act pursuant to the authority granted under this Policy to the Securities Compliance Officer, as necessary. In order to determine if the Company is in possession of Inside Information at any particular point in time, the Securities Compliance Officer may approach relevant Group Personnel.

If you have any questions about specific information or proposed transactions, or the applicability or interpretation of this Policy or the propriety of any desired action, you are encouraged to contact the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer. Remember, however, that the ultimate responsibility for complying with this Policy and avoiding improper transactions rests with you. In this regard, it is imperative that you use your best judgment. A claim of lack of understanding of the Policy or of the Relevant Laws in this sensitive area will not excuse any non-compliance.

6. What is Inside Information?

6.1. Inside Information refers to material, non-public information about the Group, as provided below.

6.2. Non-public Information. Non-public information is information that has not been disclosed effectively to the general public. Generally, disclosure in Elbit's reports filed with the SEC or the ISA is necessary to make the information public.[1] For information to be considered public, it must not only be disclosed publicly, but there also should be sufficient time for the general public to absorb and evaluate the information before you may trade in Company Securities. Our policy is that information is considered public after two full trading days have passed on the relevant stock exchange following public disclosure of such information, with the relevant stock exchange determined by where the trading will take place. For avoidance of doubt, if such public disclosure takes place prior to the opening of either Nasdaq or the TASE, such day shall be counted as a "trading day" for the purposes of that exchange.

6.3. Material Information. Information is "material" for the purposes of U.S. securities laws if such information, if publicly known, would likely affect either the market price of Company Securities, for better or for worse, or a person's decision to buy, sell or hold Company Securities. Under Israeli law, inside information includes information regarding a development in the Group, change in its condition, expected development or change or other information that is not known to the general public and, if it were known to the general public, would likely cause a significant change in the price of Company Securities.[2]

Either positive or negative information may be material, and both quantitative and qualitative information may be material. No simple "bright-line" test exists to determine when information is material; assessments of materiality involve a highly fact-specific inquiry and, more often than not, will be determined in hindsight by securities or law enforcement authorities based on the impact on the share price. For this reason, any information that could be expected to affect Elbit's share price, whether it is positive or negative, generally should be considered material. If you are unsure whether information is material, you should consult the Securities Compliance Officer or Elbit's Chief Corporate

[1] In some cases, publication may be done by press release through widely circulated news or wire services or by other means, subject to Relevant Laws.

[2] The effect on Elbit's share price need not be significant under U.S. securities laws for the information to be considered material.

Governance Officer before trading in any securities or disclosing the information to other parties.

Although it is not possible to list all types of material information, the following are a few examples of information that could be particularly sensitive and may be material:

a) Financial results (even if such financial results do not include changes from previously published financial results);

b) A contractual obligation in (and in some cases, also advanced negotiations for) a material binding agreement or transaction, including for the purchase or sale of a material portion of Elbit's shares, a material amendment of such an agreement or a material acquisition or merger;

c) A material investment, or a material development in connection with an existing material investment, of Elbit;

d) Termination of a material agreement or arrangement, including with a significant customer or supplier of Elbit;

e) A resolution of Elbit's Board of Directors to issue securities to the public;

f) Initiation of material legal proceedings against or by Elbit or any of its executive officers, material investigations against Elbit, executive officers or employees thereof by a competent authority or material developments relating to such proceedings;

g) Entry into a new material area of activity, outside Elbit's current areas of activity, or the cessation of an existing material area of activity, in each case considering Elbit's past reports regarding its objectives and business strategy;

h) A judgment, decision of a competent authority (for example, decisions in connection with licenses pursuant to which Elbit operates, which may materially impact its activity) or a legislative development that is likely to materially affect Elbit and its activity;

i) A malfunction in Elbit's activity, or an event (including a cyber-event), that is likely to materially affect Elbit;

j) Significant financial difficulties of a material customer or material supplier of Elbit, in a manner that is reasonably expected to materially affect its financial results;

k) A material loan agreement (including by way of issuing bonds or commercial securities or by way of a credit facility), including a material change to the terms of such loan agreement (such as a material change to the financial covenants or to the scope or terms of security interests in such loan agreements, if any);

l) A material event pertaining to a labor dispute, sanctions or a strike, which is likely to have a material impact on Elbit;

m) Appointment and termination of an executive officer, such as the Chief Executive Officer or Chief Financial Officer; and

n) Anything set forth in sections (a)-(m) above with respect to a Subsidiary or an Associated Company, however, only if the event at the Subsidiary or Associated Company level is material to Elbit or its financial results.

It is emphasized that this list is merely illustrative. If you have any question as to whether particular information is material or non-public, you should not trade in any securities or communicate the information to any person without prior approval by the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer.

7. Prohibition on Insider Trading

7.1. In general, the Relevant Laws and/or this Policy prohibit Group Personnel from:

a) buying, selling, gifting or otherwise trading (including for the benefit of another) in Company Securities (including, but not limited to, exercising options – see Section 11.1 below) while he or she or the Company is in possession of Inside Information[3];

b) communicating (or "tipping") Inside Information, or providing an opinion on any Company Security while in possession of Inside Information, to any person who the person delivering such information knows, has reasonable grounds to believe or should have known, will make use of such information or will utilize such opinion for purposes of a transaction, or will pass such information on to others;

c) recommending or suggesting to anyone else to buy, sell or hold Company Securities while in possession of Inside Information (under Israeli law, an actual trade is not required)[4]; or

d) assisting anyone engaged in any of the above activities.

These prohibitions, referred to throughout this Policy as "insider trading", also apply to inside information about, and the securities of, other companies with which the Group has a relationship (e.g., business partners, customers or suppliers) or in respect of which material non-public information of the Group may be relevant (e.g., economically linked companies, such as competitors or peers). In addition, these prohibitions also relate to derivative and other transactions relating to Company Securities or securities of such other companies.

There are no exceptions to this Policy other than those described in Section 10 below. For example, if you possess Inside Information, you are prohibited from engaging in transactions in Company Securities even if such transactions are otherwise necessary or justifiable for independent reasons (such as personal financial commitments or the need to raise money for personal emergency expenditures). The Relevant Laws do not recognize mitigating circumstances

[3] For the purposes of this Policy, the prohibition on buying, selling or otherwise trading (including for the benefit of another) in Company Securities in circumstances where the **Company** is in possession of Inside Information (while an individual is **not** individually in possession of such Inside Information) shall apply only to the following Group Personnel: (i) Specified Group Personnel, (ii) family members (as defined under the Israeli Securities Law, 1968) of Specified Group Personnel and (iii) any entities that are directly or indirectly controlled by Specified Group Personnel. For the avoidance of doubt, it is clarified that Group Personnel, other than Specified Group Personnel, who do not individually possess Inside Information shall not be deemed to possess Inside Information merely as a result of the Company's possession thereof.

[4] This also includes a recommendation not to buy or sell Company securities.

and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

7.2. Presumption of Insider Trading Under Israeli Law. Under Israeli law, if a director, Chief Executive Officer, Deputy Chief Executive Officer, Vice President, controller, internal auditor or any other person that fulfills such role or roles in the Company (regardless of title), a family member (as defined under the Israeli Securities Law, 1968) of any of them or any entity controlled by any of the aforementioned, purchases Company Securities within three months of the date that he or she sold Company Securities (or sells Company Securities within three months of the date that he or she purchased Company Securities), it would generally be presumed that such person utilized Inside Information, and such person would have the burden of proving that he or she did not do so. Therefore, although this Policy does not prohibit purchases and sales by such individuals within a three-month period, this Policy strongly discourages such trades.

8. Blackout Periods

8.1. Trading in Company Securities by directors and executive officers of Elbit (as such executive officers are provided in Elbit's Annual Report on Form 20-F), as well as select employees of the Group who may normally have access to Inside Information, as designated from time to time by the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer (with directors, executive officers and other designated employees collectively defined herein as "Designated Individuals"), shall not be permitted during the period commencing 30 calendar days prior to Elbit's expected date of filing of reports with the SEC or the ISA regarding its quarterly financial results or 35 calendar days prior to Elbit's expected date of filing of reports with the SEC or the ISA regarding its year-end financial results, and ending after two full trading days have passed on the relevant stock exchange following such filing date (the "Regular Blackout Periods"). During these periods, Designated Individuals generally possess or are presumed to possess material nonpublic information about Elbit's financial results. For a description of how to calculate "two full trading days", see "Non-public Information" in Section 6.2 above.

8.2. Furthermore, there are times when Company management may be aware of Inside Information but at its discretion does not disclose it to all Group Personnel. Whether or not you are aware of the specifics of such information, if you trade in Company Securities before such information is either no longer material or has been disclosed to the public (usually by means of filing of reports with the SEC or the ISA), you might expose yourself and the Group to a charge of insider trading that could be costly and difficult to refute. In addition, a trade by you during such time could result in adverse publicity for the Group. Therefore, from time to time Elbit may prohibit any transactions in Company Securities by specified individuals for specified periods ("Special Blackout Periods"), even during periods that are not considered Regular Blackout Periods. This notice may be given to all Company Personnel or to specific Company Personnel as the case may be. In the event you are informed of any such trading restrictions, you should treat such notification in

itself as material non-public information and it should not be disclosed to any third party.

8.3. The Securities Compliance Officer or Elbit's Chief Corporate Governance Officer may impose, shorten, suspend, terminate or extend any Blackout Period (whether a Regular Blackout Period or Special Blackout Period) in whole or in part, at such time and for such duration as he or she deems appropriate given the relevant circumstances. Notice of such will be provided to relevant Company Personnel, as determined by the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer.

8.4. The imposition of a Blackout Period or the lack of such Blackout Period shall not derogate from the individual responsibility of Company Personnel to comply with the prohibitions against insider trading under the Relevant Laws and this Policy at all times.

Trading in Company Securities during periods that are not considered Blackout Periods should not be considered as a "safe harbor" for all trading. Even during such periods, Company Personnel possessing Inside Information shall not engage in any transactions in Company Securities until two full trading days have passed on the relevant stock exchange following the public disclosure of such information in Elbit's reports that it files with the SEC or the ISA, or by other means. All Company Personnel should use good judgment at all times, and if they have any questions or doubts about whether they are permitted to trade under this Policy, they should consult with the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer.

9. Pre-Clearance

9.1. Except pursuant to a Qualified Selling Plan (as defined in Section 10.2 below), Designated Individuals are subject to special pre-clearance procedures, as described below.

No Designated Individual may engage in a transaction in any Company Security at any time without obtaining the prior approval of the Securities Compliance Officer or Elbit' Chief Corporate Governance Officer.[5] A request for pre-clearance should be submitted to the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer at least two full trading days in advance of the proposed transaction on the relevant exchange. The Securities Compliance Officer or Elbit's Chief Corporate Governance Officer are under no obligation to approve a transaction submitted for pre-clearance, and in their sole discretion may determine not to permit the transaction. If a Designated Individual who seeks pre-clearance is denied permission to engage in the transaction, he or she should refrain from initiating any transaction in Company Securities, and should not inform any other person of such denial. When a request for pre-clearance is made or approval is received, the Designated Individual should carefully consider whether he or she may be aware of Inside Information, and if so, must refrain from any transaction in Company Securities regardless of whether pre-clearance

[5] A transaction by the Securities Compliance Officer requires the approval of Elbit's Chief Corporate Governance Officer, and a transaction by Elbit's Corporate Governance Officer requires the approval of the Securities Compliance Officer.

already has been received. Pre-clearance of any transaction is generally valid for up to five trading days and may be revoked in the sole discretion of the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer. Pre-clearance may also be approved in advance of a request by Designated Individual(s), as deemed appropriate by and following internal procedures established by the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer. If the transaction order is not placed within the approved pre-clearance period, pre-clearance must be requested again and re-approved .

10. Certain Exceptions

10.1. **Exceptions to this Policy**. Specific exceptions to this Policy may be made, with prior approval, in special situations when Group Personnel do not possess Inside Information or the exception would not otherwise contravene the Relevant Laws or the purposes of this Policy. Any request for an exception will be directed to the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer.

10.2. **Trading Plans**. The restrictions on trading in Company Securities while an individual or the Company is in possession of Inside Information do not apply to sales made pursuant to a Qualified Selling Plan. For purposes of this exception, a "Qualified Selling Plan" is a written plan, contract or instruction for selling Elbit's shares that must be pre-approved by Elbit and meets certain requirements in accordance with the Relevant Laws.

11. Additional Prohibitions and Guidelines

11.1. **Exercise of Options**. The exercise of options to purchase Company Securities while an individual or the Company is in possession of Inside Information is generally not permitted under Israeli law, except under certain conditions, such as on the last date the options may be exercised before expiring, and may also violate U.S. securities laws in certain circumstances. Therefore, the exercise of options to purchase Company Securities while an individual or the Company is in possession of Inside Information should be discussed in advance with the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer .

11.2. **Short-term, Speculative Transactions**. Elbit has determined that there is a substantial likelihood of the appearance of improper conduct by Company Personnel when they engage in short-term or speculative securities transactions in Company Securities. Therefore, Company Personnel are prohibited from engaging in any of the following activities involving Company Securities, except with the prior written consent of the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer:

a) purchasing Company Securities on margin or holding Company Securities in a margin account (i.e., borrowing money from a stock broker to fund the securities purchase);

b) pledging Company Securities as collateral for a loan (other than those Company Securities already pledged at the time of adoption of this Policy);

c) short sales[6], since this can create perverse incentives for the seller, and signal to the market a lack of confidence in Elbit's prospects; and

d) engaging in derivative transactions relating to Company Securities, including buying or selling put or call options as well as engaging in swaps, straddles, hedging or monetization transactions with respect to Company Securities.[7] These transactions allow Company Personnel to continue to own Company Securities, but without the full risks and rewards of ownership, which may cause Company Personnel to no longer have the same objectives as Elbit's other shareholders.

The above does not derogate from the right of Company Personnel to hold and exercise options or other derivative securities granted under any of Elbit's share option or equity incentive plans, so long as such exercise is not otherwise prohibited by this Policy.

11.3. **Influencing or Manipulating the Price of Company Securities.** Fraudulently influencing the price of securities (such as by placing fictitious purchase or sale orders or spreading false information with the intent to change a security's price) is also prohibited. Committing such fraudulent acts may expose you to fines, civil actions, criminal sanctions or other litigation or enforcement actions. Therefore, Group Personnel are strictly prohibited from committing any acts or omissions which constitute or could constitute such manipulation of Company Securities and the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer must be updated immediately of a suspicion that such an act or omission has occurred.

11.4. **"Tipping".** In addition to the prohibition under Section 7.1 above, Group Personnel should not recommend to any other person that they buy, sell or hold Company Securities, even when not in possession of Inside Information, because such a recommendation could be imputed to the Company and could be misleading .

11.5. **Confidentiality.** It is the Company's policy to prohibit the disclosure of non-public information to any person, whether inside or outside the Group, unless the person receiving such information has a legitimate need to know such information and is subject to a confidentiality agreement. To provide more effective protection against the inadvertent disclosure of inside and other confidential information about the Group or others with which the Group does business, the following guidelines have been adopted in addition to the prohibitions above. These guidelines are not intended to be exhaustive. Additional measures to secure the confidentiality of information should be undertaken by Group Personnel as deemed necessary under the circumstances. If you have any doubt as to your responsibilities with respect to non-public information, please seek clarification and guidance from the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer before you act.

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[6] Selling short is a practice of selling more securities than you own, a technique used to speculate on a decline in a security's price.

[7] A put option is the right to sell a specified number of securities at a specified price by a certain date and is utilized in anticipation of a decline in the price of said security. A call option is the right to buy a specified number of securities at a specified price by a certain date and is utilized in anticipation of a rise in the price of said security.

To maximize the security of non-public information, Group Personnel should:

a) not discuss internal Group matters or developments with anyone outside the Group or even with other Group Personnel, except as required for the performance of your regular duties and provided the recipient is subject to a confidentiality agreement;

b) not discuss any Group matter in public places, such as airplanes, elevators, hallways, restrooms or eating facilities, where conversations might be overheard;

c) use passwords to restrict access to the information on computers; and

d) limit access of others to particular locations or physical areas where material non-public information is likely to be documented or discussed.

In addition, the only individuals allowed to communicate on behalf of the Company with securities analysts, the press or any capital market authorities are those set forth in Elbit's applicable disclosure procedures or otherwise specifically approved by Elbit's Chief Executive Officer.

The aforementioned does not derogate from any other procedure of the Company relating to treatment of non-public, proprietary or classified information.

11.6. Elbit's directors, officers and significant shareholders should be prepared to comply with Exchange Act Rule 144 and file Form 144, as applicable, for relevant sales of Company Securities.[8]

12. Reporting Violations

If Group Personnel know or have reason to believe that this Policy, the Blackout Periods or the pre-clearance trading procedures described above have been or are about to be violated, they are required to immediately bring the actual or potential violation to the attention of the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer. Alternatively, such information may be conveyed on an anonymous basis pursuant to Elbit's Whistleblower Procedure, in which case sufficient details should be provided to enable a proper investigation.

13. Penalties for Violations

Failure to comply with this Policy could result in severe civil and criminal or administrative enforcement measures against you and possibly the Group, under the Relevant Laws. In addition, violation of this Policy, or any refusal or failure by Company Personnel to cooperate fully with the Company in any investigation of a possible violation of this Policy, will be regarded by the Company as a very serious matter and may subject Company Personnel to sanctions, up to and including dismissal, regardless of whether or not such failure to comply with this Policy results in a violation of law.

14. Termination of Employment

[8] The Securities Act requires every person who offers or sells a security to register such transaction with the SEC unless an exemption from registration is available. Rule 144 under the Securities Act is one such exemption and is typically relied upon for (i) public resales by any person of "restricted securities" (i.e., unregistered securities acquired in a private offering or sale) and (ii) public resales by directors, officers and other control persons of a company (known as "affiliates") of any of a company's securities, whether restricted or unrestricted. The exemption in Rule 144 may only be relied upon if certain conditions are met, including the filing of Form 144, when applicable.

This Policy also applies to any Group Personnel who are no longer employed by the Group for such period of time as such person has material non-public information obtained about the Group or other companies, as described above, during the term of their employment.

15. Compliance by Remote Parties

Without derogating from the above, the Company recognizes that it has limited power and authority to enforce compliance with the provisions of this Policy by (i) Associated Companies, including personnel of such Associated Companies, (ii) Related Parties and (iii) third parties determined from time to time by the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer to be covered by this Policy, none of whom or which the Company has the same degree of influence on or control over as it does employees of the Company or its Subsidiaries. The Company will make reasonable efforts to inform such persons and entities of applicable obligations under the Policy as set forth herein.

16. Inquiries

Any person who has a question about this Policy or its application to any proposed transaction may obtain additional guidance from the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer. If there is any uncertainty as to the appropriateness of external communications, please consult with the Securities Compliance Officer or Elbit's Chief Corporate Governance Officer before speaking with anyone, especially brokers or any other persons or entities contemplating or executing securities transactions.

17. Updates to the Policy

Any material change in procedures defined in this Policy requires the approval of Elbit's Board of Directors, and any other change requires the approval of the Securities Compliance Officer. Elbit's management may, from time to time, adopt specific Inside Information policies or restrictions with respect to certain events or transactions. If there is any contradiction between such managerial policies and this Policy, the provisions of this Policy will prevail.

This document and the information contained herein are the property of Elbit Systems Ltd. This document states a policy of the Company and is not intended to be regarded as the rendering of legal or securities trading advice.

Exhibit 12.1

Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Bezhalel Machlis, certify that:

1. I have reviewed this annual report on Form 20-F of Elbit Systems Ltd.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 20, 2025

By: /S /BEZHALEL MACHLIS

Bezhalel Machlis
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 12.2

Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Yaacov Kagan, certify that:

1. I have reviewed this annual report on Form 20-F of Elbit Systems Ltd.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 20, 2025

By: /S / YAACOV KAGAN

Yaacov Kagan
Executive Vice President and
Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 13.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Elbit Systems Ltd. (the "Company") for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Bezhalel Machlis, President and Chief Executive Officer (Principal Executive Officer) of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

March 20, 2025

By: /S / BEZHALEL MACHLIS

Bezhalel Machlis

President and Chief Executive Officer

(Principal Executive Officer)

Exhibit 13.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Elbit Systems Ltd. (the "Company") for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Yaacov Kagan, Chief Financial Officer (Principal Financial and Accounting Officer) of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

March 20, 2025

By: /S / YAACOV KAGAN

Yaacov Kagan
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 15.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 333-223785 and 333-266900) pertaining to the 2018 Equity Incentive Plan for Executive Officers and the 2022 Equity Incentive Plan for Employees of Elbit Systems Ltd., of our reports dated March 20, 2025, with respect to the consolidated financial statements and schedule of Elbit Systems Ltd. and the effectiveness of internal control over financial reporting of Elbit Systems Ltd. included in this Annual Report (Form 20-F) for the year ended December 31, 2024.

By: /s/ Kost Forer Gabbay & Kasierer

Kost Forer Gabbay & Kasierer
A member of EY Global

Tel-Aviv, Israel, March 20, 2025